

# M97000000358

## WEISS & BLOCK CHARTERED

ATTORNEYS AT LAW

**RICHARD L. WEISS**

**KENNETH L. BLOCK**

**NANCY A. FABANO**

ANTHONY R. TAGLIA

JOSEPH S. FARRELL

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUN 18 AM 11:20

One East Wacker Drive  
Suite 2222  
Chicago, Illinois 60601  
(312) 644-3500

Telecopier Number  
(312) 644-3910

June 17, 1997

### SENT BY OVERNIGHT EXPRESS

Florida Department of State  
Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Attn: Ms. Kenny Manning

600002206476--4  
-06/09/97--01176--001  
\*\*\*\*148.75 \*\*\*\*148.75

700002221737--9  
-06/24/97--01075--018  
\*\*\*\*145.00 \*\*\*\*145.00

RE: Registration of Rich Michaels  
& Associates, L.L.C.

Dear Ms. Manning:

As discussed, enclosed please find the following documents for the purpose of qualifying Rich Michaels & Associates, L.L.C. (RMA), a Delaware limited liability company, to do business in Florida in accordance with Florida Statutes:

- (1) One (1) Application by Foreign Limited Liability Company For Authorization To Transact Business In Florida (Application);
- (2) One (1) Certificate of Designation of Registered Agent/Registered Office;
- (3) Three (3) Affidavits of Membership and Contributions of Foreign Limited Liability Company; and

One (1) original Certificate of Existence for RMA issued by Secretary of State of Delaware on March 31, 1997.

Upon qualifying RMA to do business in Florida, please forward to me the letter of Acknowledgment and a Certificate of Status for RMA.

Please note that the members of RMA are not managing members and, at your direction, are listed on the Application as such.

Name	
Address	KWM
City	
State	KWM
Zip	
Phone	
Fax	
E-mail	
Web	
Other	

6-18

Florida Dept. of State

-2-

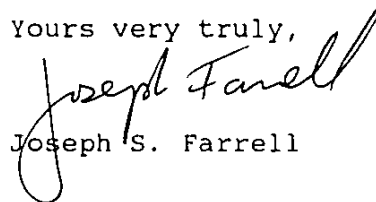
June 17, 1997

Also enclosed is a check in the amount of One Hundred Forty-Five and 00/100ths Dollars (\$145.00) representing the balance of amounts due to qualify RMA in accordance with the fee schedule as follows:

<u>Filing Fees</u>	<u>Amount</u>
Filing Fee and Affidavit of Membership and Contributions	\$ 250.00
Designation of Registered Agent	35.00
Certificate of Status	<u>8.75</u>
Total	\$ 293.75
Previous Check Sent	<u>\$(148.75)</u>
Balance	<u>\$ 145.00</u>

Should you have any questions regarding this matter, please feel free to contact me.

Yours very truly,



Joseph S. Farrell

JSF:kjh  
Encls.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

COPY

June 11, 1997

WEISS & BLOCK CHARTERED  
ATTN: JOSEPH S. FARRELL  
ONE EAST WACKER DR., STE. 2222  
CHICAGO, IL 60601

SUBJECT: RICH MICHAELS & ASSOCIATES, L.L.C.  
Ref. Number: W97000013682

We have received your document for RICH MICHAELS & ASSOCIATES, L.L.C. and your check(s) totaling \$148.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

The document must be signed by a member or manager of the limited liability company.

Please amend one of the affidavits, by typing the corporation's name under the member's name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6967.

Kenny Manning  
Corporate Specialist

Letter Number: 497A00031406

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF  
FLORIDA:*

1. RICH MICHAELS & ASSOCIATES, L.L.C.  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation  
"L.C." if not so contained in the name at present.)
2. DELAWARE 3. 36-4149080  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. MARCH 31, 1997 5. 2027  
(Date of Organization) (Duration: Year limited liability company will  
cease to exist or "perpetual")
6. MAY 1, 1997  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 6767 NORTH WICKHAM ROAD, SUITE 400  
MELBOURNE, FLORIDA 32940  
(Street address of principal office)

97 JUN 18 4:11:20  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who  
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
D.H.S. & ASSOCIATES, - F97-871 INC. 10255 WEST HIGGINS ROAD SUITE 800 ROSEMONT, ILLINOIS 60018	MGR	DOMINIC H. SCHILT 6714 NORTH LE MAI LINCOLNWOOD, ILLINOIS 60646	MEM*
_____	_____	JAMES B. HUSKISSON 4127 ROYAL TROON COURT ST. CHARLES, ILLINOIS 60174	MEM*
_____	_____	PAUL W. ERNST 1244 KENILWORTH DRIVE PALATINE, ILLINOIS 60067	MEM*

\* Non-managing member (MEM)

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

RICH MICHAELS & ASSOCIATES, L.L.C.

2. The name and address of the registered agent and office is:

CT CORPORATION SYSTEM

(Name)

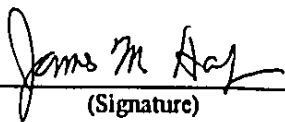
1200 SOUTH PINE ISLAND ROAD

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

PLANTATION, FLORIDA 33324

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



(Signature)

4/29/97


(Date)

**Filing Fee: \$ 35 for Designation of Registered Agent**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of RICH MICHAELS &  
ASSOCIATES, L.L.C. deposes and says:

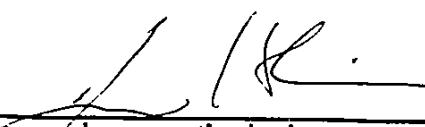
- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 5,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 5,000  
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 5,000

  
\_\_\_\_\_  
(DHS)  
**Signature of a member or authorized representative of a member.**  
(In accordance with section 608.408(3), Florida Statutes, the execution of this  
affidavit constitutes an affirmation under the penalties of perjury that the facts  
stated herein are true.)  
DOMINIC H. SCHILT, MEMBER

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of RICH MICHAELS  
& ASSOCIATES, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 5,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 5,000  
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 5,000

  
\_\_\_\_\_  
(JBH)  
**Signature of a member or authorized representative of a member.**  
(In accordance with section 608.408(3), Florida Statutes, the execution of this  
affidavit constitutes an affirmation under the penalties of perjury that the facts  
stated herein are true.)  
JAMES B. HUSKISSON, MEMBER

*Paul W. Ernst* (PWE)  
Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
PAUL W. ERNST, MEMBER




State of Delaware  
Office of the Secretary of State

---

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "RICH MICHAELS & ASSOCIATES, L.L.C."  
IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN  
GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF  
THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF MARCH, A.D.  
1997.



  
Edward J. Freel, Secretary of State

2734914 8300  
971103570

AUTHENTICATION: 8398376  
04-02-97  
DATE: