



THE UNITED STATES
CORPORATION
COMPANY

M97000000670

ACCOUNT NO. : 072100000032

REFERENCE : 529588 7111941

AUTHORIZATION

Patricia Piguit

COST LIMIT : \$ 285.00

ORDER DATE : OCTOBER 8, 1997

ORDER TIME : 9:50 AM

ORDER NO. : 529588-005

CUSTOMER NO: 7111941

700002314807--8

CUSTOMER: Bert Ebzery, Esq
Bert Ebzery Esq.
350 N. Lasalle Street
Suite 800
Chicago, IL 60610

FOREIGN FILINGS

NAME: BAJA KENDALL LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

97 OCT -8 PM 12:48

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

BK

10/8/97

97 OCT -8 PM 12:59

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

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

1. BAJA KENDALL, 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. Please note: "L.L.C." is not an acceptable suffix in Florida.)
2. Illinois 3. (Applied For)
(Jurisdiction under the law of which foreign limited liability company is organized) (FEL number, if applicable)
4. 8/28/97 5. 1/1/2099
(Date of Organization) (Duration: Year limited liability company will
cease to exist or "perpetual")
6. 3/1/98
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3175 Commercial Avenue, Suite 222
Northbrook, IL 60062
(Street address of principal office)
8. List name, title, and business address of each managing member [GRM] or manager [MGR] who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Larry S. Spatz</u>	<u>MGR</u>	<u>Alfredo J. Balsera</u>	<u>MGR</u>
<u>3175 Commercial Ave., Suite 222</u>		<u>12381 S.W. 190th Terrace</u>	
<u>Northbrook, IL 60062</u>		<u>Miami, FL 33177</u>	
<u>Larry A. Siegel</u>	<u>MGR</u>		
<u>3175 Commercial Ave., Suite 222</u>			
<u>Northbrook, IL 60062</u>			
<u>M. Alexandra Cerna</u>	<u>MGR</u>		
<u>12381 S.W. 190th Terrace</u>			
<u>Miami, FL 33177</u>			

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


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The undersigned member or authorized representative of a member of _____

BAJA KENDALL, 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 \$ 500,000
- 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 total amount of cash or property anticipated to be contributed by member(s) is
\$ 500,000 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(6), Florida Statutes, the execution of this affidavit constitutes an attestation under the penalties of perjury that the facts stated herein are true.)

lm

**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, ORGANIZED UNDER THE LAWS OF
THE STATE OF FLORIDA, 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: BAJA KENDALL, L.L.C.

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

Corporation Service Company
(Name)

1201 Hays Street
(P.O. Box not acceptable)

Tallahassee, FL 32301
(City/State/Zip)

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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.

By: Patricia Cosentino
(Signature)

10/7/97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

File Number 0013486-4

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



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To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that
BAJA KENDALL, L.L.C.,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON SEPTEMBER 02, 1997,
APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED
LIABILITY COMPANY ACT OF THIS STATE RELATING TO THE FILING
OF THE ARTICLES AND PAYMENT, AND IS ORGANIZED TO TRANSACT
BUSINESS IN THE STATE OF ILLINOIS.



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 15TH
day of SEPTEMBER A.D., 19 97

George H. Ryan
SECRETARY OF STATE