



THE UNITED STATES
CORPORATION
COMPANY

M980WWW0093

ACCOUNT NO. : 072100000032

REFERENCE : 684510 4307052

AUTHORIZATION :

Patricia Pzyth

COST LIMIT : \$ 285.00

ORDER DATE : January 27, 1998

ORDER TIME : 9:54 AM

ORDER NO. : 684510-010

CUSTOMER NO: 4307052

CUSTOMER: Vera Penev, Legal Assistant
Ungaretti & Harris
Three First National Plaza
Suite #3500
Chicago, IL 60602

**FILE
1ST**

FOREIGN FILINGS

300002411

NAME: BROOKWOOD MIAMI SERVICE CENTER
CO. L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 2 PM 2:14

RECEIVE
98 FEB -2 AM 1
DIVISION OF CORP

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

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 FEB - 14 PM 2: 14

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. Brookwood Miami Service Center Co., 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. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 04-3405242
(FEI number, if applicable)

4. January 20, 1998
(Date of Organization)

5. -December 31, 2048
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 55 Tozer Road
Beverly, Massachusetts 01915
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member (MGRM) or manager (MGR). It is not necessary to list members.
(attach additional page if necessary)

NAME AND ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Thomas N. Trkla</u>	<u>MGRM</u>	<u>Joel A. Mael</u>	<u>MGRM</u>
<u>55 Tozer Road</u>		<u>1370 Avenue of the Americas</u>	
<u>Beverly, Massachusetts</u>		<u>Suite 2001</u>	
<u>01915</u>		<u>New York, New York 10019</u>	
<u>Thomas W. Brown</u>	<u>MGRM</u>		
<u>55 Tozer Road</u>			
<u>Beverly, Massachusetts</u>			
<u>01915</u>			

Filing Fee: \$ 52.50 for Application

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY

FILED STATE
SECRETARY OF CORPORATIONS
98 FEB -2 PM 2:14
DIVISION OF CORPORATIONS

The undersigned member or authorized representative of a member of Brookwood Miami Service Center Co., L.L.C.
_____ deposes and says:

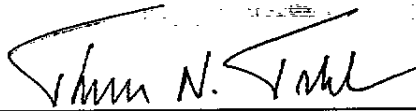
1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is \$ 1,000.00

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 \$ -0-
This total includes amounts from 2 and 3 above.

S) the total amount of cash or property anticipated to be contributed by member(s) is \$ 1,000.00



Thomas N. Tkla, Member
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.)

**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: Brookwood Miami Service Center Co., L.C.

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

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box or Mail Drop Box NOT acceptable)

Tallahassee, Florida 32301

(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.

By: Karen B. Rozar
(Signature)
Karen B. Rozar, As Its Agent

2-2-98
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

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FILED STATE
SECRETARY OF CORPORATIONS

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROOKWOOD MIAMI SERVICE CENTER CO., 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 TWENTY-EIGHTH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8889547

DATE:

01-28-98