



THE UNITED STATES  
CORPORATION  
COMPANY

M98000000 662

ACCOUNT NO. : 072100000032

REFERENCE : 864569 4804661

AUTHORIZATION :

COST LIMIT : ~~\$ 122.50~~

*Patricia Pigut*

FILED OF STATES  
SECRETARY OF CORPORATIONS  
98 JUN 23 PM 3:15

ORDER DATE : June 22, 1998

ORDER TIME : 2:08 PM

ORDER NO. : 864569-005

CUSTOMER NO: 4804661

CUSTOMER: Rita Slager, Legal Assistant  
Schwartz & Freeman  
Suite 1900  
401 North Michigan Avenue  
Chicago, IL 60611-4206

*\$ 337.50*

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FOREIGN FILINGS

NAME: PERFORMANCE CAPITAL  
INVESTMENTS, L.L.C.

XXXX QUALIFICATION (TYPE: LLC)

*(6)*

*BAC*  
*6/23/98*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
X PLAIN STAMPED COPY

\*\*\*\*\*PLEASE ISSUE BOTH CERTIFIED AND PLAIN COPIES\*\*\*\*\*

CONTACT PERSON: Tamara Odom

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98 JUN 23 PM 2:39  
DIVISION OF CORPORATIONS

**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:**

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1. PERFORMANCE CAPITAL INVESTMENTS, 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 3. 36-4209013  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. February 3, 1998 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will  
cease to exist or "perpetual")
6. Upon filing of this application.  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 154 W. Hubbard Street, Ste. 250, Chicago, Illinois 60601

(Street address of principal office)

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:
<u>Bernard M. Marcus</u>	<u>MGRM</u>	<u></u>	<u></u>
<u>154 W. Hubbard, Ste. 250</u>		<u></u>	
<u>Chicago, IL 60601</u>		<u></u>	
<u>Nicholas Gaglione</u>	<u>MGRM</u>	<u></u>	<u></u>
<u>154 W. Hubbard, Ste 250</u>		<u></u>	
<u>Chicago, IL 60601</u>		<u></u>	
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of PERFORMANCE CAPITAL  
INVESTMENTS, 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 \$ 900,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ 100,000 . 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  
\$ 1,000,000 . 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(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Bernard M. Marcus, Member

**Filing Fee: \$ 52.50 for Affidavit**

**PROPERTY DESCRIPTION  
ATTACHMENT TO THE  
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY  
FOR PERFORMANCE CAPITAL INVESTMENTS, L.L.C.**

The property of the Limited Liability Company consists of:

Computer equipment  
Office furniture and equipment

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**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.

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1. The name of the limited liability company is: PERFORMANCE CAPITAL INVESTMENTS, 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, 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.*

Corporation Service Company

By:   
(Signature)

Roger P. Smith, Jr., Asst. Sec'y

June 22, 1998  
(Date)

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PERFORMANCE CAPITAL INVESTMENTS, 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-SECOND DAY OF JUNE, A.D. 1998.

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

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06-22-98  
*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: