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GROSSMAN AND FRIEDMAN

ATTORNEYS AT LAW

TWO PRUDENTIAL PLAZA
180 NORTH STETSON AVENUE - SUITE 850
CHICAGO, ILLINOIS 60601-6712
(312) 616-9800

FACSIMILE
(312) 616-1515

JOEL M. FRIEDMAN

October 28, 1998

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002677748--4
-11/02/98--01073--006
****285.00 ****285.00

RE: GREAVES TRAVEL L.L.C.

Dear Sir/Madam:

Enclosed are the following documents together with a check for \$285.00:

- Application for Authorization to Transact Business in Florida
- Certificate of Good Standing from the Illinois Secretary of State
- Affidavit of Membership and Contributions
- Certificate of Designation of Registered Agent

Please send the acknowledgment of registration to me.

If you have any questions about the documents, please contact me.

Name	11/4/98
Availability	doc
Document Examiner	doc
Updater	doc
Updater	JMF:shb
Verifier	Enclosure
Acknowledgment	CC: Mr. Shahrookh R. Cambata (with enclosure)
	Mr. Ken Kulas (with enclosure)
	Mr. Lawrence H. Rogovin (with enclosure)
W. P. Verifier	doc

Very truly yours,


Joel M. Friedman

FILED
98 NOV -2 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. GREAVES TRAVEL 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. ILLINOIS 3. 36-4164848
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 6/30/97 5. 7/1/2047
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. NOV 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 317.155, F.S.))

7. 311 S. WACKER DRIVE, SUITE 950
CHICAGO, IL 60606
(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:
SHAHROOKH R CANBATA	MGR		
311 S. WACKER Suite 950			
Chgo, IL 60606			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of GREAVES TRAVEL
L.L.C. certifies:

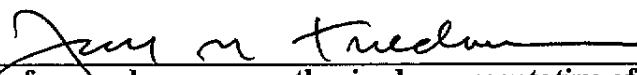
1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 1,000.;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 1;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is
(This total includes amounts from 2 and 3 above.)

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TALLAHASSEE, FLORIDA


Signature of a member or an 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.)

JOEL M. FRIEDMAN

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

GREAVES TRAVEL L.L.C.

2. The name and the Florida street address of the registered agent and office are:

LAWRENCE H. ROGOVIN

(Name)

20281 EAST COUNTRY CLUB DRIVE, # 1901

Florida street address (P.O. Box NOT ACCEPTABLE)

AVENTURA FL. 33180

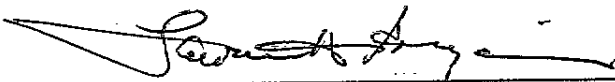
City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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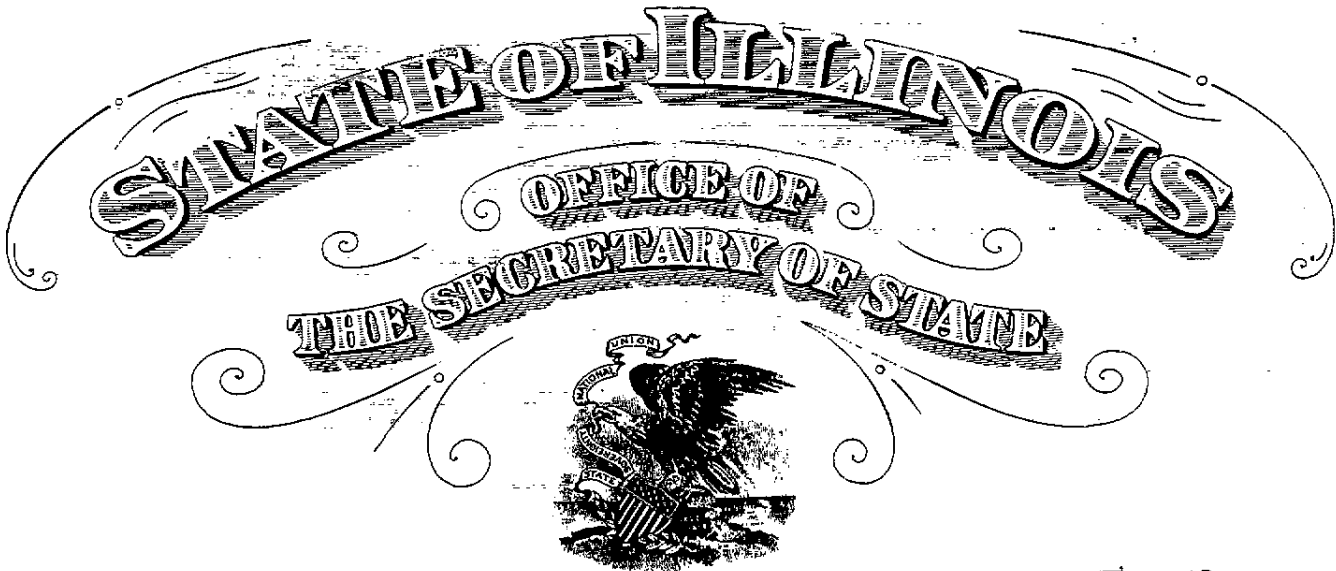
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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

File Number 0012285-8



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

GREAVES TRAVEL L.L.C.,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON JUNE 30, 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.

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SECRETARY OF STATE
TAMMISSEE, FLORIDA



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 20TH
day of OCTOBER A.D. 19 98

George H. Ryan

SECRETARY OF STATE