

MA98000000/297

ACCOUNT FILING COVER SHEET

ACCOUNT NUMBER: FCA000000005

REFERENCE: _____
(Sub Account)

DATE: 11-5-98

500002681305-0

REQUESTOR NAME: LEXIS

ADDRESS: _____

TELEPHONE: (____) (____ - ____) ext (____)

CONTACT NAME: _____

CORPORATION NAME: Horse Country, L.L.C.

DOCUMENT NUMBER: _____
(if applicable)

AUTHORIZATION: C. Woodyard

- CERTIFIED COPY (1-9)
- CERTIFICATE OF STATUS (1-9)
- PLAIN STAMPED COPY

- Call When Ready
- Walk In
- Mail Out
- Call if Problem
- Will Wait
- After 4:30
- Pick Up

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -5 PM 1:09

*Upon filing
we need:
1 set photocopies
1 set cert. copies
1 CUS please
Thanks!
Cyr*

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

RECEIVED
98 NOV -5 AM 11:57

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. Horse Country, 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
 (Jurisdiction under the law of which foreign limited liability company is organized)

3. 36-4254974
 (FEI number, if applicable)

4. October 28, 1998
 (Date of Organization)

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

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

7. 180 North Wacker Drive, Suite 500
Chicago, Illinois 60606
 (Street address of principal office)

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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 & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>John E. Shaffer</u>	<u>Manager</u>	<u>E. Thomas Collins</u>	<u>Manager</u>
<u>180 North Wacker Drive</u>		<u>180 North Wacker Drive</u>	
<u>Suite 500</u>		<u>Suite 500</u>	
<u>Chicago, Illinois 60606</u>		<u>Chicago, Illinois 60606</u>	
<u>Carl Manofsky</u>	<u>Manager</u>	<u>Timothy J. Luby</u>	<u>Manager</u>
<u>180 North Wacker Drive</u>		<u>180 North Wacker Drive</u>	
<u>Suite 500</u>		<u>Suite 500</u>	
<u>Chicago, Illinois 60606</u>		<u>Chicago, Illinois 60606</u>	

Filing Fee: \$ 52.50 for Application

File Number 0023338-2



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

HORSE COUNTRY, L.L.C.,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON OCTOBER 28, 1998
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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In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this _____ 28TH
day of _____ OCTOBER _____ A.D., 19 98

George H Ryan
SECRETARY OF STATE

**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: _____

Horse Country, L.L.C.

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

LEXIS Document Services Inc.

(Name)

3953 W.W. Kelley Road

(P.O. Box or Mail Drop 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.

C. Woodyard, as agent
(Signature)

11-5-98

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

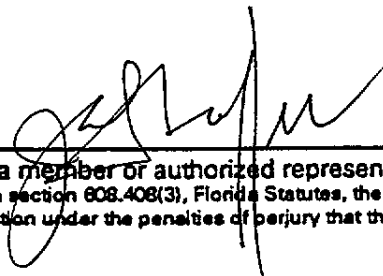
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of _____

Horse Country, 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 \$ 100.00
- 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 total amount of cash or property anticipated to be contributed by member(s) is \$ 100.00 . 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.)

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Filing Fee: \$ 52.50 for Affidavit