

Document Number Only

M99000000234

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

800002780838--7
-02/19/99--01063--015
****145.00 ****145.00

800002780838--7
-02/19/99--01063--015
****140.00 ****140.00

Amister Financial Group, LLC

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- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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Thanks, Melanie

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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. AMERISTAR FINANCIAL COMPANY, L.L.C.

(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. DELAWARE

3. 13-4012665

(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. JUNE 30, 1998

(Date of Organization)

5. PERPETUAL

(Duration: Year limited liability company will cease to exist or "perpetual")

6. PENDING APPROVAL

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

7. 1005 WEST BUSCH BLVD., SUITE 206

TAMPA, FLORIDA 33612

(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:

SEE ATTACHED LIST

_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
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4. 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.)

**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:

AMERISTAR FINANCIAL COMPANY, L.L.C.

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

C T CORPORATION SYSTEM
(Name)

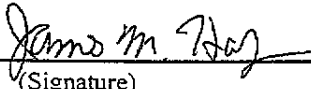
1200 South Pine Island Road
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324
(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 T CORPORATION SYSTEM



(Signature)
James M. Halpin, Asst. Secy.

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 _____
Ameristar Financial Company, L.L.C. certifies:

- 1) the above named limited liability company has at least two members:
- 2) the total amount of cash contributed by the member(s) is \$ 1,500,000 :
- 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.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 1,500,000 :
(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(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Charles F. Wonderlic, Member
Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit

AMERISTAR FINANCIAL COMPANY, L.L.C.
Directory of Members and Officers

FEIN #13-4012665

NAME	HOME ADDRESS	OFFICE ADDRESS
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Members / Managing Directors

Charles F. Wonderlic Social Security # 348-28-5341	2029 E. Lake Shore Drive Twin Lakes, WI 53181	1425 Tri-State Parkway Suite 140-B Gurnee, Illinois 60031 Phone: 847-855-7150 Fax: 847-855-7225
Robert H. Arnold Social Security #008-32-7598	129 E. 69th Street New York City, NY 10021	152 W. 57th Street 44th Floor New York, NY 10019 Phone: 212-757-8966 Fax: 212-757-8972
Wallace O. Sellers Social Security #288-28-1944	6539 Upper York Road P.O. Box 106 Solebury, PA 18963-0106	6539 Upper York Road P.O. Box 106 Solebury, PA 18963-0106 Phone: Fax:
Philip M. Hampton Social Security #	152 W. 57th Street 44th Floor New York, NY 10019	152 W. 57th Street 44th Floor New York, NY 10019 Phone: 212-757-8966 Fax: 212-757-8972

Executive Officers

Charles F. Wonderlic <i>Chairman/Secretary</i> Social Security # 348-28-5341	2029 E. Lake Shore Drive Twin Lakes, WI 53181	1425 Tri-State Parkway Suite 140-B Gurnee, Illinois 60031 Phone: 847-855-7150 Fax: 847-855-7225
Robert H. Arnold <i>President/Chief Executive Officer</i> <i>Treasurer/Asst. Secretary</i> Social Security #008-32-7598	129 E. 69th Street New York City, NY 10021	152 W. 57th Street 44th Floor New York, NY 10019 Phone: 212-757-8966 Fax: 212-757-8972
Richard E. Wonderlic Vice President/Asst. Secretary Social Security #341-44-6128	5405 River Road Drive Libertyville, IL 60048	1425 Tri-State Parkway Suite 140-B Gurnee, Illinois 60031 Phone: 847-855-7150 Fax: 847-855-7225
James R. Saffold Vice President/Asst. Secretary Social Security #264-74-6875	5912 Kenneth Avenue Tampa, FL 33604	1005 West Busch Blvd. Suite 206 Tampa, FL 33612
Melida Torres Controllor/Asst. Secretary Social Security #330-58-9706	270 LaFayette Hoffman Estates, IL 60195	1425 Tri-State Parkway Suite 140-B Gurnee, Illinois 60031 Phone: 847-855-7150 Fax: 847-855-7225

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AMERISTAR FINANCIAL COMPANY, L.L.C.
Directory of Members and Officers

FEIN #13-4012665

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<p>James R. Saffold Vice President/Asst. Secretary Social Security #264-74-6875</p>	<p>5912 Kenneth Avenue Tampa, FL 33604</p>	<p>1005 West Busch Blvd. Suite 206 Tampa, FL 33612</p>
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<p>Melida Torres Controller/Asst. Secretary Social Security #330-58-9706</p>	<p>270 LaFayette Hoffman Estates, IL 60195</p>	<p>1425 Tri-State Parkway Suite 140-B Gurnee, Illinois 60031 Phone: 847-855-7150 Fax: 847-855-7225</p>
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERISTAR FINANCIAL COMPANY, 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 SEVENTEENTH DAY OF FEBRUARY, A.D. 1999.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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991060343

AUTHENTICATION: 9578516

DATE: 02-17-99