

Document Number Only

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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--016

****140.00 ****140.00

Amelister Financial Group, LLC

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DIVISION OF CORPORATIONS

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Fict. Filing | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> UCC-1 UCC-3 |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name	CR2-19
Availability	
Document Examiner	CR
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Thanks, Melanie

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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:

- SEE ATTACHED LIST

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FL057 - C T System Online

**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

James M. Halpin
(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 Controller/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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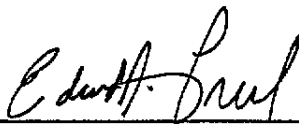
State of Delaware
Office of the Secretary of State

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.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 9578516

DATE: 02-17-99