

m99000000671



ACCOUNT NO. : 072100000032

REFERENCE : 216659 4305787

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 285.00

ORDER DATE : April 23, 1999

ORDER TIME : 10:01 AM

ORDER NO. : 216659-010

CUSTOMER NO: 4305787

CUSTOMER: Kathleen Wessels, Legal Asst
Reinhart Boerner Van Deuren
Suite 2100
1000 North Water Street
Milwaukee, WI 53202

600002863346--3

FOREIGN FILINGS

NAME: ATC LEASING COMPANY LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	
Availability	CERTIFIED COPY
Document	XX PLAIN STAMPED COPY
Examiner	DCC CERTIFICATE OF GOOD STANDING
Updater	DCC
Updater	CONTACT PERSON: Jeanine Reynolds
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY -5 PM 2:00

FILED

RECEIVED
99 MAY -5 AM 10:46

5 pages

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:

[illegible]

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

FILED
99 MAY -5 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of ATC Leasing
Company LLC 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 \$ 2,025,878.00;
- 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.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 2,025,878.00
(This total includes amounts from 2 and 3 above.)

SEVEN T'S CORP., Managing Member

BY


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.)

Dennis M. Troha, President

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:

ATC Leasing Company LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee, FL 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.

By: Carol K. Dole

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

FILED
99 MAY -5 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



John Y. Brown III
Secretary of State

Certificate of Existence

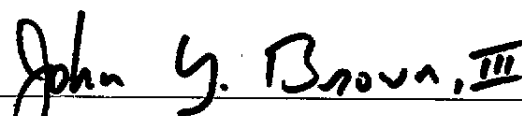
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

ATC LEASING COMPANY LLC

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is April 28, 1999.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 275.190 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 28th day of April, 1999.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
dday/0473287

FILED
99 MAY -5 PM 2:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA