



THE UNITED STATES  
CORPORATION  
COMPANY

M99000001137

ACCOUNT NO. : 072100000032

REFERENCE : 304522 4320611

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 285.00

ORDER DATE : July 12, 1999

ORDER TIME : 11:37 AM

ORDER NO. : 304522-025

CUSTOMER NO: 4320611

300002938923--3

CUSTOMER: Janell G. Nelsen, Legal Asst.  
Alzheimer & Gray  
10 South Wacker Drive  
Suite 4000  
Chicago, IL 60606

FOREIGN FILINGS

NAME: MONTGOMERY WARD, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LORI DUNLAP

RECEIVED

99 JUL 22 PM 1:43

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUL 22 AM 7:49

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44  
1-23-99

# 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. Montgomery Ward, LLC  
(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. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 36-4299103  
(FEI number, if applicable)
4. 6-8-99  
(Date of Organization)
5. December 31, 2050  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 535 West Chicago Avenue  
Chicago, IL 60671  
(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:
Montgomery Ward & Co., Incorporated	MGRM		
535 W. Chicago Avenue			
Chicago, IL 60671			

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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.)

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

The undersigned member or authorized representative of a member of Montgomery Ward, LLC  
\_\_\_\_\_ certifies:

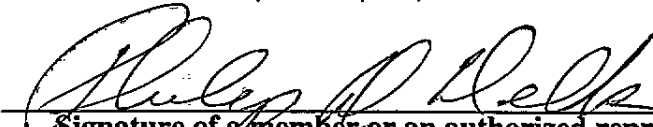
1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ Ø;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ Ø;  
(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 \$ Ø.  
(This total includes amounts from 2 and 3 above.)

By: Montgomery Ward Co., Incorporated / Member

  
\_\_\_\_\_  
**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.)

Philip D. Delk / Vice President  
\_\_\_\_\_  
Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

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**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:

Montgomery Ward, 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

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TALLAHASSEE, FLORIDA

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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.*

Corporation Service Company

By: Raura Mada

(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

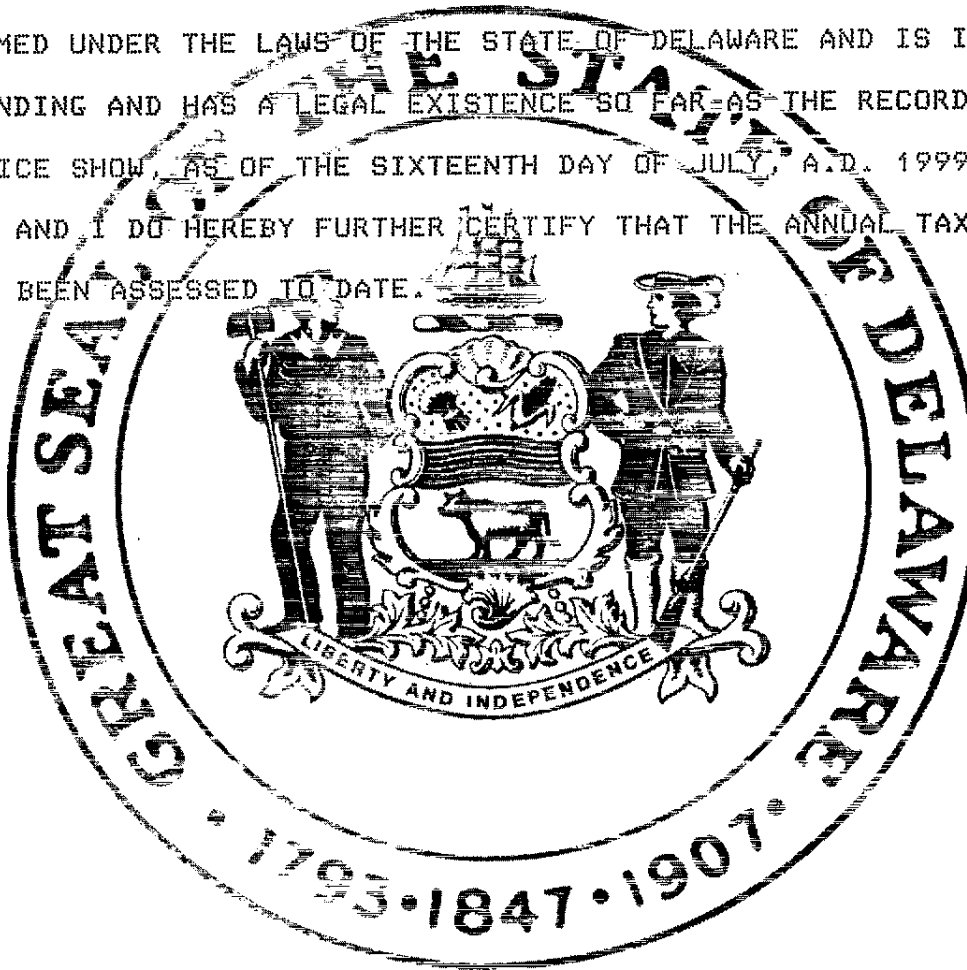
*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MONTGOMERY WARD, LLC" 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 SIXTEENTH DAY OF JULY, A.D. 1999.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

3053575 8300

DATE: 9870144

991293451

07-16-99

Montgomery Ward & Co., Incorporated  
Montgomery Ward Plaza  
535 West Chicago Avenue  
Chicago, IL 60671

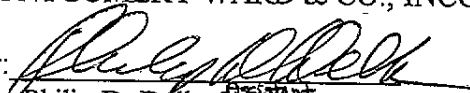
Secretary of State  
Limited Liability Company Division  
State of Florida

Consent to Use of Name

Montgomery Ward & Co., Incorporated, an Illinois corporation qualified to do business under the laws of the State of Florida, does hereby consent to the use of the name "Montgomery Ward, LLC" - a Delaware limited liability company, and certifies that both entities are under common control and agree to retain the same registered agent of Corporation Service Company.

IN WITNESS WHEREOF, said Montgomery Ward, Incorporated has caused this consent to be executed as of this 12 day of July, 1999.

MONTGOMERY WARD & CO., INCORPORATED

By:   
Philip D. Delk, Secretary

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA