



THE UNITED STATES
CORPORATION
COMPANY

M99000001155

ACCOUNT NO. : 072100000032

REFERENCE : 311745 4320611

AUTHORIZATION :

COST LIMIT : \$ 285,000

Patricia P. Jett

ORDER DATE : July 19, 1999

ORDER TIME : 12:54 PM

ORDER NO. : 311745-015

CUSTOMER NO: 4320611

600002939316--6

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

FOREIGN FILINGS

NAME: AMERICAN DELIVERY SERVICE,
LLC

XXXX QUALIFICATION (TYPE: LLL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
99 JUL 22 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 22 PM 3:13
TAMARA ODOM

7-26-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 23, 1999

CSC

SUBJECT: AMERICAN DELIVERY SERVICE, LLC
Ref. Number: W99000016969

RESUBMIT

Please give original
submission date as file date

*Please date 7-22-99.
Thank you.*

We have received your document for AMERICAN DELIVERY SERVICE, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 499A00037703

RECEIVED
93 JUL 26 PM 12:52
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

American Delivery Service Company
Montgomery Ward Plaza
535 West Chicago Avenue
Chicago, IL 60671

Secretary of State
Limited Liability Company Division
State of Florida

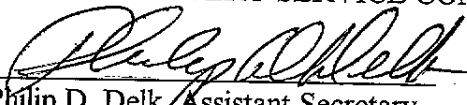
Consent to Use of Name

American Delivery Service Company, an Delaware corporation qualified to do business under the laws of the State of Florida, does hereby consent to the use of the name "American Delivery Service, 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 American Delivery Service Company has caused this consent to be executed as of this 20th day of July, 1999.

AMERICAN DELIVERY SERVICE COMPANY

By:


Philip D. Delk, Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. American Delivery Service, 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. Applied for
(FEI number, if applicable)
4. July 15, 1999
(Date of Organization)
5. Perpetual
(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. 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, LLC	Managing		
535 West Chicago Avenue	Member		
Chicago, IL 60671			

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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**

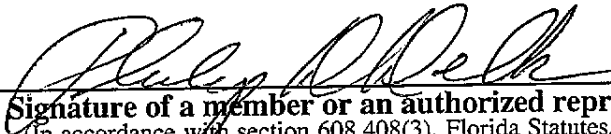
The member or authorized representative of a member of American Delivery
Service, LLC certifies:

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

2) the total amount of cash contributed by the member(s) is \$ 0 ;

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 \$ 0
(This total includes amounts from 2 and 3 above.)



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.)

By: Montgomery Ward, LLC
By: Montgomery Ward Co., Incorporated / its member

By: Philip D. Deik / Vice President

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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TALLAHASSEE, FLORIDA

**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:

American Delivery Service, 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: _____

(Signature)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN DELIVERY SERVICE, 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 NINETEENTH DAY OF JULY, A.D. 1999.

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

3070465 8300

991295806

9872514

07-19-99



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: