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877-6555

Martin Friedman
(Requestor's Name)

Rose, Sullivan, Stone, Kelley
(Address)

254A Starstone Pines Dr.
(Address)

Tallah, FL 32301
(City/State/Zip/Phone #)

☒ PICK-UP

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(Business Entity Name)

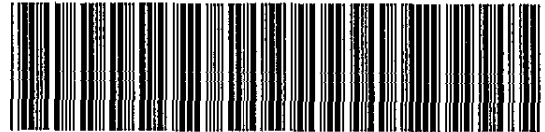
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DIVISION OF CORPORATION



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ARTICLES OF INCORPORATION
OF
UTILITIES, INC. OF PENNBROOKE

The undersigned natural person acting as incorporator of a corporation (the "Corporation") under the laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is Utilities, Inc. of Pennbrooke.

ARTICLE II

The principal place of business for the Corporation is 200 Weathersfield Avenue, Altamonte Springs, FL 32714, and the mailing address is 2335 Sanders Road, Northbrook, IL 60062.

ARTICLE III

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of common stock with \$1.00 par value. Changes in the capital structure shall be made in accordance with Florida law.

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLE V

The names and addresses of the persons who are to serve as Officers and Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
James L. Camaren	2335 Sanders Road Northbrook, IL 60062	C/CEO and Director
Lawrence N. Schumacher	2335 Sanders Road Northbrook, IL 60062	P/CFO and Director
Donald Rassmussen	200 Weathersfield Ave. Altamonte Springs, FL 32714	Vice President

ARTICLE VI

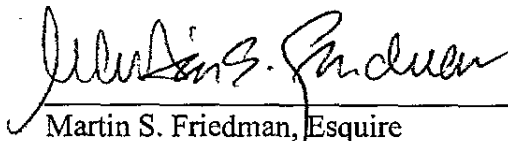
The name and address in the State of Florida of the Corporation's initial registered agent are:

Martin S. Friedman, Esquire
Rose, Sundstrom & Bentley, LLP
600 S. North Lake Boulevard, Suite 160
Altamonte Springs, FL 32701

ARTICLE VII

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

The undersigned incorporator has executed these Articles of Incorporation this ^{20th} day of February, 2003.



Martin S. Friedman, Esquire
Rose, Sundstrom & Bentley, LLP
600 S. North Lake Boulevard, Suite 160
Altamonte Springs, FL 32701

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

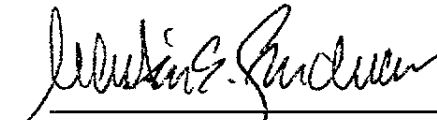
Pursuant to the provisions of Sections 607.0501, Florida Statutes, the corporation designated below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is Utilities, Inc. of Pennbrooke.

The name and address of the registered agent and office is:

Martin S. Friedman, Esquire
Rose, Sundstrom & Bentley, LLP
600 S. North Lake Boulevard, Suite 160
Altamonte Springs, FL 32701

HAVING BEEN NAMED AS REGISTERED AGENT AND AGREED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Martin S. Friedman, Esquire
February 28, 2003