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TALLAHASSEE, FL 32301

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CSC networks
PRINCIPAL
LEGAL & FINANCIAL SERVICES

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : *Patricia P. 052*

AUTHORIZATION :

COST LIMIT : \$ 70.00

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TALLAHASSEE, FL 32301

ORDER DATE : April 25, 1996

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ORDER NO. : 932637

CUSTOMER NO: 4307052

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CUSTOMER: Vera Penev, Legal Assistant
COFFIELD, UNGARETTI & HARRIS

Three First National Plaza
Suite H3500
Chicago, IL 60602

DOMESTIC FILING

NAME: A.M. NETPROP, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: *11/29/96 TS*

ARTICLES OF INCORPORATION

OF

A.M. NETPROP, INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is A.M. Netprop, Inc.

SECOND: The street address, wherever located, of the principal office of the Corporation is 3500 Three First National Plaza, Chicago, Illinois 60602.

The mailing address, wherever located, of the Corporation is 3500 Three First National Plaza, Chicago, Illinois 60602

THIRD: The number of shares that the Corporation is authorized to issue is Ten Thousand (10,000), all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

Vera H. Penev

ADDRESS

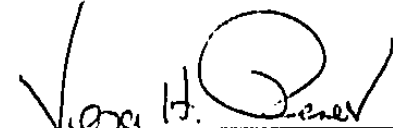
3500 Three First National Plaza
Chicago, Illinois 60602

SIXTH: The purpose for which the Corporation is organized is to engage in all lawful business activities for which a corporation may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the Corporation shall be perpetual.

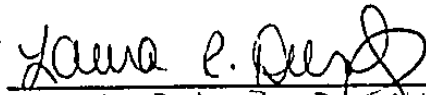
EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under by Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on April 25, 1996


Vera H. Penev

Having been named as registered agent and to accept service of process for the above named Corporation at the place designated in these Articles of Incorporation, 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: 
LAURA E. PENEV
AGENT

Dated: April __, 1996