

P.97000039076



ACCOUNT NO. : 072100000032

REFERENCE : 350197 4304492

AUTHORIZATION :

Patricia Poynter

COST LIMIT : \$ 70.00

ORDER DATE : April 30, 1997

ORDER TIME : 10:12 AM

ORDER NO. : 350197-010

CUSTOMER NO: 4304492

CUSTOMER: Ms. Beverly Montgomery
RUDNICK & WOLFE

203 North La Salle Street
Suite 1800
Chicago, IL 60601

2000002162002--4

FILED
97 MAY -1 PM 2:33
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: FIRST ENTERPRISE ALLIANCE OF
FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

RECEIVED
97 MAY -1 PM 12:19
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

5
MAY - 1 1997

ARTICLES OF INCORPORATION
OF
FIRST ENTERPRISE ALLIANCE OF FLORIDA, INC.

FILED

7 MAY -1 PM 2:33

TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.

Name

The name of the Corporation is **FIRST ENTERPRISE ALLIANCE OF FLORIDA, INC.**

II.

Term of Existence

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

III.

Principal Office

The principal office and mailing address of the Corporation is 500 Davis Street, Suite 1005, Evanston, Illinois 60201.

IV.

Capital Stock

The Corporation is authorized to issue Ten Thousand (10,000) shares of \$.01 par value common stock, which will be designated Common Stock.

V.

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301 and the name of its initial registered agent at such address is Corporation Service Company.

VI.
Directors

The Corporation will have two directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least two directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Michael P. Harrington	500 Davis Street, Suite 1005 Evanston, Illinois 60201
Paul A. Stinneford	500 Davis Street, Suite 1005 Evanston, Illinois 60201

VII.
Purposes

The purposes for which the corporation is organized are to engage in any lawful acts or activities for which corporations may be organized under the Florida Business Corporation Act.

VIII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Jill K. Miller	203 North LaSalle Street Suite 1800 Chicago, Illinois 60601

IX.
Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

X.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

XI.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XII.
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XIII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on April 30, 1997.



Jill K. Miller, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and to accept service of process for the above-stated 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 am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: April 30, 1997.

CORPORATION SERVICE COMPANY

By: Patricia Cosentino
Name: Patricia Cosentino
Title: Asst. Secretary

FILED
97 MAY - 1 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA