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Via Federal Express Delivery

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: *First Loft Corporation*
Certificate of Domestication
Articles of Incorporation

Dear Sirs/Madame:

Enclosed please find two (2) original Certificates of Domestication and two (2) original Articles of Incorporation for **FIRST LOFT CORPORATION**, along with this firm's trust account check in the amount of \$128.75 to cover the costs of domesticating **FIRST LOFT CORPORATION** in Florida.

FIRST LOFT CORPORATION was qualified to do business in Florida and the qualification documents were filed on May 9, 1997 and assigned Document No. F97000002481. With the domestication of **FIRST LOFT CORPORATION** in Florida, the qualifications requirements will no longer be necessary.

We are requesting that a certified copy of the Certificate of Domestication, along with a certified copy of the Articles of Incorporation be returned to this office at the earliest opportunity. Should you have any questions or concerns, please do not hesitate to contact me.

Sincerely,


John R. Stump

JRS:bs
Enclosures
cc: First Loft Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 AUG 11 AM 9:33
FILED

8/17/99

CERTIFICATE OF DOMESTICATION

FILED
99 AUG 11 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, CAMERON B. KUHN, President of First Loft Corporation, a foreign corporation, in accordance with Florida Statutes, §607.1801 does hereby certify:

1. The date on which the corporation was first formed was December 23, 1996.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Illinois.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was First Loft Corporation.
4. The name of the corporation, as set forth in its Articles of Incorporation, to be filed pursuant to §607.0202 and §607.0401 with this Certificate is First Loft Corporation.
5. The jurisdiction that constituted this seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was 180 N. LaSalle Street Chicago, Illinois 60601.

I am President of First Loft Corporation and am authorized to sign the Certificate of Domestication on behalf of the corporation and have done so this 28th day of May, 1999.



CAMERON B. KUHN, President
First Loft Corporation

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99 AUG 11 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FIRST LOFT CORPORATION

THE UNDERSIGNED incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLES I
NAME

The name of the corporation shall be: **FIRST LOFT CORPORATION**

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

37 North Orange Avenue
Suite 100
Orlando, Florida 32801

ARTICLE III
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000.00.

ARTICLE IV
INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

CAMERON B. KUHN
37 North Orange Avenue
Suite 100
Orlando, Florida 32801

**ARTICLE V
INCORPORATOR**

The name and street address of the Incorporator to these Articles of Incorporation is:

CAMERON B. KUHN
37 North Orange Avenue
Suite 100
Orlando, Florida 32801

The undersigned incorporator has executed these Articles of Incorporation this 28th day of
May, 1999.


Cameron B. Kuhn

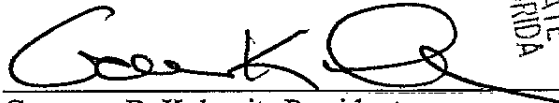
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, 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.

1. The name of the corporation is: FIRST LOFT CORPORATION.
2. The name and address of the registered agent and office is:

CAMERON B. KUHN
37 North Orange Avenue
Suite 100
Orlando, Florida 32801

FIRST LOFT CORPORATION



Cameron B. Kuhn, its President

Dated: 5-28-99

FILED
99 AUG 11 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Cameron B. Kuhn

Dated: 5-28-99