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FOREIGN PROFIT/NONPROFIT CORPORATION

EDELWEISS MANAGEMENT INC.

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February 16, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: EDELWEISS MANAGEMENT INC.
REF: W06000007651

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. Edelweiss Management Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Illinois

(State or country under the law of which it is incorporated)

3. 20-4304494

(FEI number, if applicable)

4. February 8, 2006

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon acceptance of application

(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 39 South LaSalle Street, Suite 1400, Chicago, Illinois 60602

(Principal office address)

39 South LaSalle Street, Suite 1400, Chicago, Illinois 60602

(Current mailing address)

The transaction of any or all lawful business for which corporations may be incorporated under the Illinois Business Corporation Act of 1983, as amended, and permitted under the laws of the State of Florida.

8.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative 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:

(Registered agent's signature)

Brian Courtney Asst. V. Pres.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: T.J. Wojtas

Address: 39 South LaSalle Street, Suite 1400, Chicago, Illinois 60602

Director: Igor Gabal

Address: 39 South LaSalle Street, Suite 1400, Chicago, Illinois 60602

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B. OFFICERS

President: T.J. Wojtas

Address: 39 South LaSalle Street, Suite 1400, Chicago, Illinois 60602

Executive Vice President: Igor Gabal

Address: 39 South LaSalle Street, Suite 1400, Chicago, Illinois 60602

Secretary: T.J. Wojtas

Address: 39 South LaSalle Street, Suite 1400, Chicago, Illinois 60602

Treasurer: Igor Gabal

Address: 39 South LaSalle Street, Suite 1400, Chicago, Illinois 60602

SEE ATTACHMENT FOR ADDITIONAL OFFICER.

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Lonni E. Berkley, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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EDELWEISS MANAGEMENT INC.
ATTACHMENT
TO
SECTION B. OF
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

Assistant Secretary: Lonni E. Berkley

Address: 77 West Wacker Drive, Suite 4100, Chicago, Illinois 60601

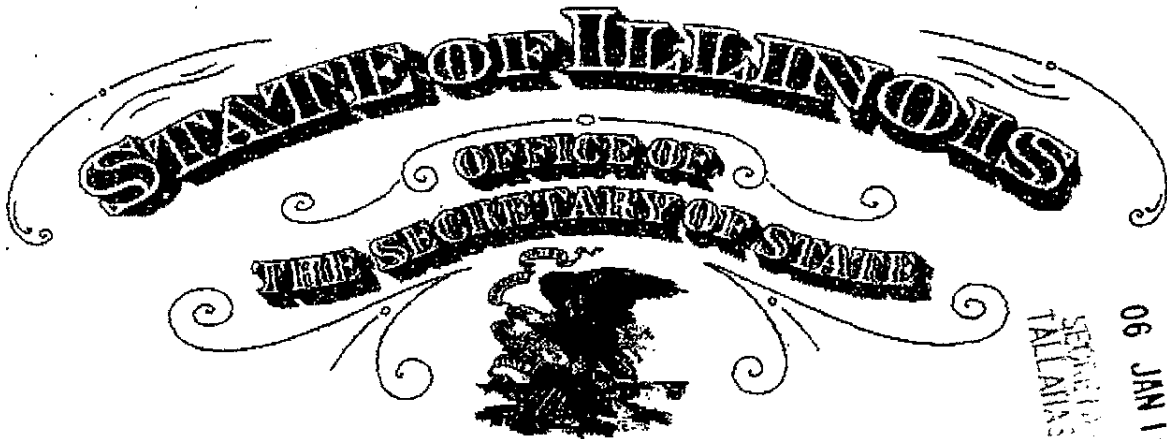
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To all to whom these Presents Shall Come, Greeting,

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

EDELWEISS MANAGEMENT INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE FEBRUARY 8, 2006, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

In Testimony Whereof, I hereto set
 my hand and cause to be affixed the Great Seal of
 the State of Illinois, this 9TH
 day of FEBRUARY A.D. 2006



Jesse White

SECRETARY OF STATE

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