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1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0311

800-342-0086



ACCOUNT NO. : 072100000032
REFERENCE : 942579 4802844
AUTHORIZATION Patricia Taylor
COST LIMIT : \$ 70.00

ORDER DATE : May 6, 1996

ORDER TIME : 9:29 AM

ORDER NO. : 942579

CUSTOMER NO: 4802844

300001809452

CUSTOMER: Tara M. Anderson, Legal Asst
Neal Gerber & Eisenberg
Two North Lasalle Street
Suite 2200
Chicago, IL 60602

FOREIGN FILINGS

NAME: BARRINGTON DEVELOPMENT II,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY -6 PM 1:06
96 MAY -6 AM 11:29

FILED
RECORDED

5:6

**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:

1. Barrington Development II, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Illinois
(State or country under the law of which it is incorporated)
3. 4/30/96 4. Perpetual
(Date of Incorporation) (Duration)
5. Applied for
(Federal Employer Identification number, if applicable)
6. Upon qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 100 West Dundee Road, Palatine, Illinois 60067
(Current mailing address)
8. real estate development
(Brief description of the nature of the business in which it is engaged in the State of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Salvatore J. DiMucci
Address: 100 West Dundee Road
Palatine, Illinois 60067

Vice Chairman: Anthony P. DiMucci
Address: 100 West Dundee Road
Palatine, Illinois 60067

Director: _____
Address: _____

Director: _____
Address: _____

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06 MAY - 6 PM : 05
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TALLAHASSEE, FLORIDA

OFFICERS:

President: Salvatore J. DiMucci
Address: 100 West Dundee Road
Palatine, Illinois 60067

Vice President: Jerry H. Biederman
Address: Two North La Salle Street, Suite 2200
Chicago, Illinois 60602

Secretary: Salvatore J. DiMucci
Address: 100 West Dundee Road
Palatine, Illinois 60067

Vice Pres/ Treasurer: Anthony P. DiMucci
Address: 100 West Dundee Road
Palatine, Illinois 60067

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
Zip Code

11. 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.

Registered agent's signature:

Deborah D. Skipper, As Agent
(Officer)

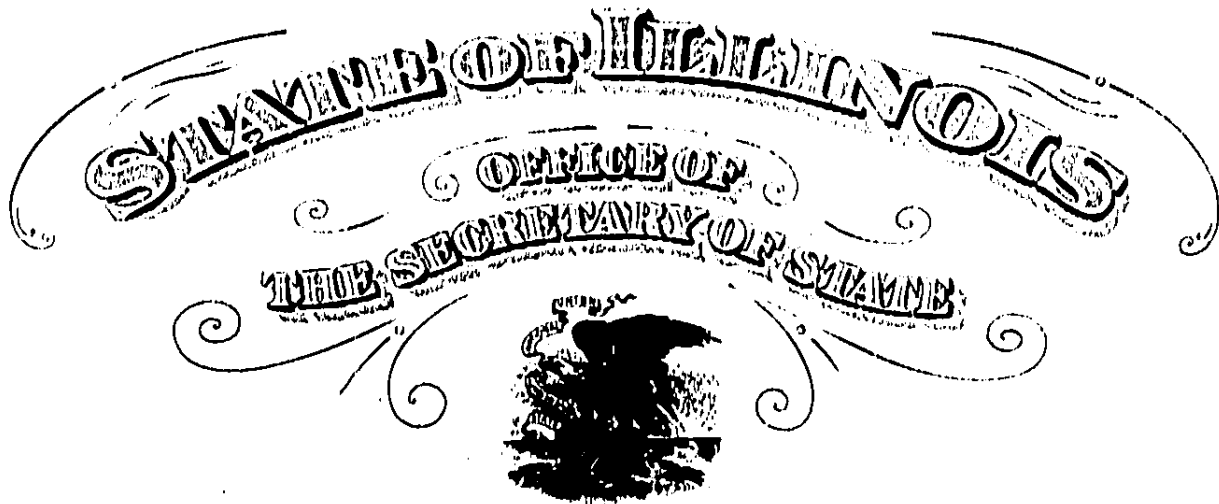
Deborah D. Skipper, As Agent
(Type Name and Title of Officer)

12. 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.

13. Jerry H. Biederman
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Jerry H. Biederman, Vice President
(Name and capacity of person signing application)

File Number 5884-504-3



To all to whom these Presents Shall Come, Greeting:

I, *George H. Ryan*, Secretary of State of the State of Illinois,
do hereby certify that **BARINGTON DEVELOPMENT II, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE APRIL 30, 1996, 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*******

FILED
96 MAY - 6 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



In Testimony Whereof, *I hereto*
my hand and cause to be affixed the Great Seal of
the State of Illinois this _____
day of MAY *A.D., 19* 96

George H Ryan
SECRETARY OF STATE