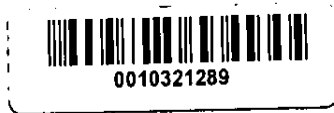


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15-77-032 B1 001 Page 1 of 3
2001-04-19 11:25:50
Cook County Recorder 25.00

File Number 6153-822-4



59-10

Property of Cook County Clerks Office

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF THE GROUND ROUND, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 20TH day of MARCH A.D. 2001 and of the Independence of the United States the two hundred and 25TH



Jesse White

Secretary of State

BOX 170

Form **BCA-13.15**

(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

MAR 20 2001

JESSE WHITE
SECRETARY OF STATE

This space for use by Secretary of State

Date 3/20/01
License Fee \$
Franchise Tax \$ 789.46
Filing Fee \$ 100.00
Penalties \$ 267.07
Approved \$ 1,156.53

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. (a) CORPORATE NAME: The Ground Round, Inc.

(Complete item (a) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: n/a

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: 9/4/85

(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:

35 Braintree Hill Office Park
Braintree, MA 02184

None (If none, so state)

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent CT CORPORATION SYSTEM

First Name Middle Name Last Name

Registered Office c/o CT CORPORATION SYSTEM, 208 S. LaSalle Street

Number Street Suite #

Chicago 60604 Cook

City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President <u>Thomas J. Russo</u>	<u>1 Jackson Road, Sherborn, MA</u>	<u>01770</u>		
Secretary <u>Richard L. Armstrong, Jr.</u>	<u>109 Fulton St., #2, Boston, MA</u>	<u>02109</u>		
Director <u>Thomas J. Russo</u>	<u>see above</u>			
Director <u>Mark J. Lawless</u>	<u>9 Rolling Meadow Drive, Holliston, MA</u>	<u>01746</u>		
Director				

If more than 3, attach list

BOX 170

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7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

The transaction of any or all lawful purposes for which corporations may be organized under the General Corporation Law of Delaware and as permitted under the Illinois Business Corporation Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	N/A	\$1.00	1,000	1,000

9. Paid-in Capital: \$ 28,935,195
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 82,000,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 1,300,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 199,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 2,700,000

11. Interrogatories: (Important - this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: The Ground Round, Inc.
(b) Number of shares of all classes owned by residents of Illinois: -0- 35 Braintree Hill
(c) Number of shares of all classes owned by non-residents of Illinois: 1,000 Office Park
(d) Is the corporation transacting business in this state at this time? Yes Braintree, MA 0218
(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: October 1, 2000

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated March 8, 2001
(Month & Day) (Year)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)
Richard L. Armstrong, Jr., Secretary
(Type or Print Name and Title)

The Ground Round, Inc.
(Exact Name of Corporation)
[Signature]
(Signature of President or Vice President)
by Mark J. Lawless, Vice President
(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).