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2000-03-08 12:43:20
Cook County Recorder 25.50

File Number 6045-886-3



00166499

COOK COUNTY
RECORDER
EUGENE "GENE" MOORE
ROLLING MEADOWS

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF INCORPORATION OF
VAP HOLDINGS, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE 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 22ND day of APRIL A.D. 1999 and of the Independence of the United States the two hundred and 23RD .



Jesse White

Secretary of State

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Form **BCA-2.10** **ARTICLES OF INCORPORATION**
 (Rev. Jan. 1995)
 George H. Ryan
 Secretary of State
 Department of Business Services
 Springfield, IL 62756

This space for use by Secretary of State
FILED
 APR 22 1999
 JESSE WHITE
 SECRETARY OF STATE

SUBMIT IN DUPLICATE!
 This space for use by Secretary of State
 PAID APR 22 1999
 Date 4-22-99
 Franchise Tax \$ 950
 Filing Fee \$ 75
 Approved: [Signature]

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. CORPORATE NAME: VAS Holdings, Inc. [Signature]

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent: C T CORPORATION SYSTEM

First Name	Middle Initial	Last Name
c/o C T CORPORATION SYSTEM, 208 S. La Salle Street		
Number	Street	Suite #
Chicago, IL	60604	Cook
City	Zip Code	County

3. Purpose or purposes for which the corporation is organized:
 (If not sufficient space to cover this point, add one or more sheets of this size.)

The transaction of any or all lawful businesses for which corporations may be incorporated under the Illinois Business Corporation Act.

(44)

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$.01	2000	1000	\$1000
TOTAL = \$1000				

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:
 N/A
 (If not sufficient space to cover this point, add one or more sheets of this size.)

6045-886-3

EXPEDITED

APR 22 1999

SECRETARY OF STATE

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5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: 2
 (b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Name	Residential Address	City, State, ZIP
Raymond D. Cohen	20650 Weatherstone Road	Kilder, Illinois 60047
Richard W. Gray	3416 Chatsworth Lane	Orlando, Florida 32812

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
 (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
 (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
 (d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. **OPTIONAL: OTHER PROVISIONS**

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated April 20, 1999.

Signature and Name	Address
1. <u>Anne E. Mickey</u> Signature Anne E. Mickey (Type or Print Name)	1. 1850 M Street, N.W., Suite 900 Street Washington, DC 20036 City/Town State Zip Code
2. <u>Kelly A. O'Connor</u> Signature Kelly A. O'Connor (Type or Print Name)	2. 1850 M Street, N.W., Suite 900 Street Washington, DC 20036 City/Town State Zip Code
3. <u>William R. Ashworth</u> Signature William R. Ashworth (Type or Print Name)	3. 1850 M Street, N.W., Suite 900 Street Washington, DC 20036 City/Town State Zip Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
 - The filing fee is \$75.
 - The minimum total due (franchise tax + filing fee) is \$100.
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
 - The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
- Illinois Secretary of State
 Department of Business Services
 Springfield, IL 62756
 Telephone (217) 782-9522 or 782-9523

C-162.18



ALFRED L. KEVINSON
 3325 N. ARLINGTON HEIGHTS RD.
 SUITE 500
 ARLINGTON HEIGHTS, IL 60004

EXPEDITED
SECRETARY OF STATE

JUN 4 1999

EXP. FEES 2500
COPY - CERT. 1000

PROPERTY of Cook County

STATE OF ILLINOIS

Office of the Secretary of State

I hereby certify that this is a true and correct copy, consisting of three pages, as taken from the original on file in this office.



Jesse White

JESSE WHITE
SECRETARY OF STATE

DATED: June 4 1999

BY: Julie Blakeman