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State of Illinois
Office of
The Secretary of State

Whereas, THE REINSTATEMENT OF
RETAIL PARTNERS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS 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 24TH
day of MARCH A.D. 2000 and of
the Independence of the United States the two
hundred and 24TH



C-212.3

Jesse White

Secretary of State

BOX 170

Robert J. Rudnik, Secretary
(Type or Print Name and Title)

Robert J. Rudnik, Vice President
(Type or Print Name and Title)

BOX 170