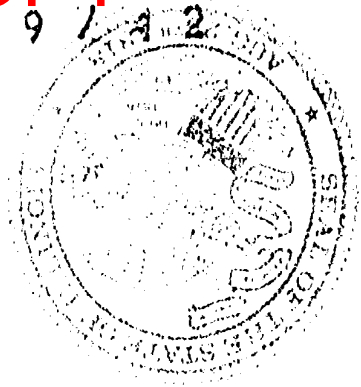


SECRETARY OF STATE

1989 MAR 16

3 days



the two hundred and
of the Independence of the United States
day of MARCH AD. 19 89 and
at the City of Springfield, this
1st

In Testimony Whereof, I have set my hand and cause to

be affixed the Great Seal of the State of Illinois.
of the aforesaid corporation.
issue this certificate and attach hereto a copy of the Application
of Illinois, by virtue of the powers vested in me by law, do hereby
Now Therefore, I, Jan Edgar, Secretary of State of the State

INCORPORATED UNDER THE LAWS OF THE ~~NETHERLANDS~~ NETHERLANDS 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.

**Winters, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF**

DATA XII(A) B.V. (INC.)

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File Number

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BCA-13.15 (Rev. Jul. 1984)

File #

Submit in Duplicate

Remit payment in Certified Check, Cashiers' Check or a Money Order, payable to "Secretary of State". DO NOT SEND CASH!

JIM EDGAR
Secretary of State
State of Illinois

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO TRANSACT
BUSINESS IN ILLINOIS

This Space For Use By Secretary of State	
Date	3-1-89
License Fee	\$ 9.66
Franchise Tax	\$ 25.00
Filing Fee	\$ 75.00
Penalties	\$
Clerk	By #109.66

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is Dala XII(A) B.V. (INC.)
(shall contain the word "corporation", "company", "incorporated", or "limited", or shall contain an abbreviation of one such words)

and, the name which it elects to assume for use in Illinois, hereby agreeing NOT to use its corporate name in the transaction of business in Illinois, is _____

2. State or Country of Incorporation The Netherlands Date of Incorporation 11/21/88; Period of Duration Perpetual

3. The address of its principal office, wherever located, is Strawinskyiaan 1533 B15, 1077 XX Amsterdam, Netherlands

and the address of its principal office in Illinois is c/o CT Corporation System 208 S. LaSalle Street, Chicago, Illinois 60604

4. The name and address of its registered agent and its registered office are:
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 # (A P.O. box alone is not acceptable)
Chicago, Illinois 60604 Cook
City Zip Code County

5. The states and countries in which it is admitted or qualified to transact business are:

Netherlands

6. The names and respective residential addresses of its officers and directors are:

	No. & Street	City	State	Zip
XXXXXXXX Managing Director:	Strawinskyiaan 1533	B15, 1077 XX	Amsterdam,	
XXXXXXXX Dala Holding N.V.			Netherlands	
XXXXXXXX				
XXXXXXXX				
XXXXXXXX				

If more than 3, attach list

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To engage in any lawful act or activity for which corporations may be organized under the laws of the Netherlands providing that such acts or activities shall be limited to that which corporations organized under the Illinois Business Corporation Act may perform and provided further that the corporation shall not engage in any act or activity which requires the consent or approval of any Dutch or Illinois official, department, board, agency or other body, without such consent or approval first being obtained.

If not sufficient space to cover this point, add one or more sheets of this size

7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business in this State are:

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8. The number of shares which it is authorized to issue and which it has issued are:

Class	*Par Value	Number of Shares Authorized	Number of Shares Issued
COMMON	NLG 100.00	2,000	400
	U.S. \$48.00		

* A declaration as to a "par value" is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate "n/a".

9. The amount of paid-in capital** is U.S. \$19,316.00
NLG 40,000.00

** "Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.

(COMPLETE EITHER # 10 or # 11 below)

10. The corporation elects to pay its license fees and its franchise taxes on the basis of 100% of its paid-in capital.
11. (a) - Give an estimate of the total value of all the property of the corporation for the following year \$ _____
- (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 \$ _____
- (c) - State the estimated total business of the corporation to be transacted by it everywhere for the following year \$ _____
- (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 \$ _____

12. INTERROGATORIES

- *** (a) To what office or offices will all contracts with the corporate be forwarded for final acceptance?
Strawinskyiaan 1533 B15, 1077 XX Amsterdam, Netherlands
- (b) The number of shares of all classes owned by residents of Illinois is: 0 (0%)
- (c) The number of shares of all classes owned by non-residents of Illinois is: 400 (100%)
- (d) Is the corporation transacting business in this State at this time? No
- (e) If your answer is in the affirmative, state the exact date on which it commenced to transact business in Illinois:

13. This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated by the proper officer of the State or Country wherein it is incorporated, which certification is not more than ninety (90) days old.

• 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 #12(a) lists ONLY an Illinois address, then the total business as reflected in #11(c) is also considered to be an 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 #12(a).

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