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File Number 40-479230-30

90479230

SEAL OF THE STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



Property of Cook County Clerk's Office

DEPT-01 RECORDING \$14.25
 F#5555 TRAN 6593 10/02/90 10:23:00
 #1022 + E *-90-479230
 COOK COUNTY RECORDER

Whereas, ARTICLES OF INCORPORATION OF ROCKHOUSE, 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, Jim Edgar, 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 27TH
day of SEPTEMBER AD 1990 and
of the Independence of the United States
the two hundred and 15TH

Jim Edgar
SECRETARY OF STATE

90479230

1425

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9 0 4 7 9 2 3 0

Submit in Duplicate

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".

DO NOT SEND CASH!

JIM EDGAR
Secretary of State
State of Illinois

ARTICLES OF INCORPORATION

This Space For Use By Secretary of State

Date 9-27-90

License Fee \$ 150

Franchise Tax \$ 25000

Filing Fee \$ 25000

Clerk m 100150

ROBERT D. MICHAELS
1307 LEE STREET
DES PLAINES, ILL. 60016

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

ARTICLE ONE The name of the corporation is Rockhouse, Inc.
(Shall contain the word "corporation", "company", "incorporated", "limited", or an abbreviation thereof)

ARTICLE TWO The name and address of the initial registered agent and its registered office are:

Registered Agent Robert D. Michaels
First Name Middle Name Last Name

Registered Office 780 Lee Street, Suite 101
Number Street Suite # (A.P.O. Box alone is not acceptable)

Des Plaines, Ill. 60016 Cook
City Zip Code County

ARTICLE THREE The purpose or purposes for which the corporation is organized are:
If not sufficient space to cover this point, add one or more sheets of this size.

The transaction of any and all lawful businesses for which corporations may be incorporated under this Act.

ARTICLE FOUR Paragraph 1: The authorized shares shall be:

Class	*Par Value per share	Number of shares authorized
<u>Common</u>	<u>NPV</u>	<u>1,000</u>

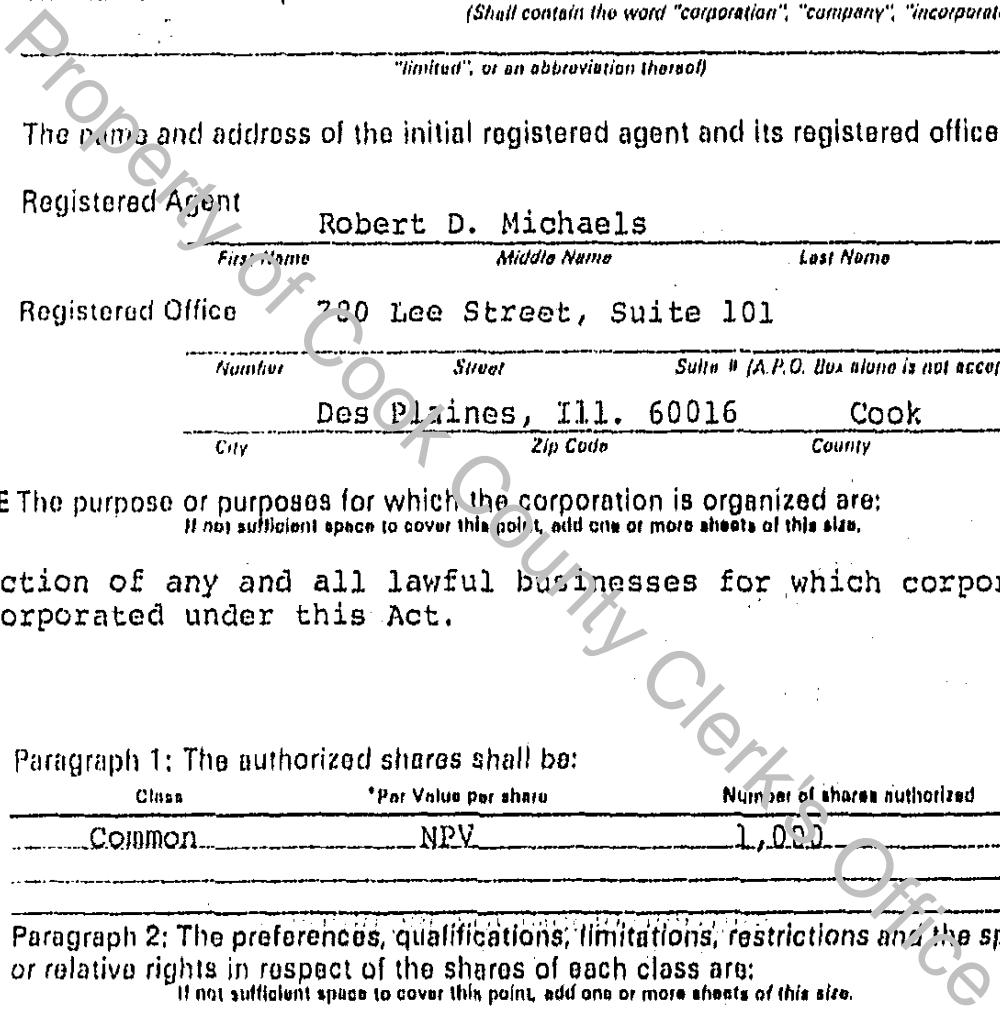
Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:
If not sufficient space to cover this point, add one or more sheets of this size.

ARTICLE FIVE The number of shares to be issued initially, and the consideration to be received by the corporation therefor, are:

Class	*Par Value per share	Number of shares proposed to be issued	Consideration to be received therefor
<u>Common</u>	<u>NPV</u>	<u>100</u>	<u>\$ 1,000.00</u>
			<u>\$</u>
			<u>\$</u>
			<u>\$</u>
TOTAL			\$ 1,000.00

* A declaration as to a "par value" is optional. This space may be marked "n/a" when no reference to a par value is desired.

90479250



File No. _____

ARTICLES OF INCORPORATION
FILED

SEP 27 1990

JIM EDGAR
SECRETARY OF STATE
FEE SCHEDULE

The following fees are required to be paid at the time of issuing the Certificate of Incorporation: FILING FEE \$75.00; INITIAL LICENSE FEE of 1/20th of 1% of the consideration to be received for initial issued shares (See Art. 5); MINIMUM \$50; INITIAL FRANCHISE TAX of 1/10 of 1% of the consideration to be received for initial issued shares (see Art. 5); MINIMUM \$25.00.

EXAMPLES OF TOTAL DUE

Consideration to Be Received	TOTAL DUE*
up to \$1,000	\$100.50
\$ 5,000	\$102.50
\$ 10,000	\$105.00
\$ 25,000	\$112.50
\$ 50,000	\$150.00
\$100,000	\$225.00

*Includes Filing Fee + License Fee + Franchise Tax

RETURN TO:

Corporation Department
Secretary of State
Tospringfield, Illinois 62756
Telephone: (217) 782-6961

ROBERT D. MICHAELS
ATTORNEY AT LAW
780 LEE STREET
DUN PLAINES, IL 60019
314-6564

Secretary.

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 an Assistant Secretary.

Property Cook County Office

Name (please print)	Signature	City/Town	State	Zip
1. David H. McIntosh		Arlington Heights, IL	IL	60005
2. Darrell K. Sagerster		Lexington, Kentucky	Kentucky	40517
3. _____	_____	_____	_____	_____

Dated _____ 1990

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

NAMES & ADDRESSES OF INCORPORATORS

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

ARTICLE EIGHT OTHER PROVISIONS

- (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 which will be transacted by the corporation during the following year will be: \$ _____
- (d) It is estimated that the gross amount of business which will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

ARTICLE SEVEN OPTIONAL

Name _____
Residential Address _____

ARTICLE SIX OPTIONAL

The number of directors constituting the initial board of directors of the corporation is _____ and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are: _____

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