

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



90538504

Whereas

ARTICLES OF INCORPORATION OF MEI COMMUNICATIONS, 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 seal to

be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 25TH

day of OCTOBER AD 19 90 and

of the Independence of the United States

the two hundred and 15TH

Jim Edgar

SECRETARY OF STATE

UNOFFICIAL COPY

Property of Cook County Clerk's Office

Submit In Duplicate

Payments 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 10-25-90

License Fee \$ 2.50
Franchise Tax \$ 21.00
Filing Fee \$ 71.00
Clerk \$ 102.50

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 MEI COMMUNICATIONS, 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 DENNIS M. FEINBERG
First Name Middle Name Last Name

Registered Office 221 N. LaSalle St. #563
Number Street Suite # (A.P.O. Box alone is not acceptable)

Chicago 60601 Cook
City Zip Code County

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

Assembly, sale and distribution of communications and related equipment. To transact any and all lawful business for which corporations may be incorporated under the Illinois Business Corporation Act.

ARTICLE FOUR Paragraph 1: The authorized shares shall be:

Class	*Par Value per share	Number of shares authorized
Common	N/A	10,000

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
Common	N/A	1,001	\$ 1,001.00
			\$
			\$
			\$
TOTAL			\$ 1,001.00

* 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.

90538504

File No. _____

ARTICLES OF INCORPORATION

FEE SCHEDULE

- The initial license fee for a domestic corporation is computed at the rate of 1/20th of 1 percent (50¢ per \$1,000) of the amount of stated capital and paid-in surplus, with a minimum of 50¢.
- The initial franchise tax is assessed at the rate of 1/10th of 1 percent (\$1.00 per \$1,000) on the stated capital and paid-in surplus represented in this state, with a minimum of \$25.00 and a maximum of \$1,000,000.
- The filing fee is \$75.00

The minimum total fees due (license fee + franchise tax + filing fee) where all the property and business is in Illinois, or where the corporation elects to pay on that basis is \$100.50. If you would like the fees computed for you, please call the Department of Business Services in Springfield.

RETURN TO: OCT 25 1990

Department of Business Services
 Corporation Division
 Secretary of State
 Springfield, Illinois 62756
 Telephone (217) 782-6961

FILED

MIL TV

DENNIS AND PEINBERG

221 North LaSalle St., Suite 500

Chicago, Illinois 60601

108-006

1. Signature: _____ Name (please print): _____
 Street: _____ City/Town: _____ State: _____ Zip: _____
 2. Signature: _____ Name (please print): _____
 Street: _____ City/Town: _____ State: _____ Zip: _____
 3. Signature: _____ Name (please print): _____
 Street: _____ City/Town: _____ State: _____ Zip: _____

Dated _____, 19 90
 made in the foregoing Articles of Incorporation are true.
 The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements

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 preemptive rights; denying cumulative voting; regulating internal affairs; voting majority requirements; fixing a duration other than perpetual; etc.

ARTICLE EIGHT OTHER PROVISIONS

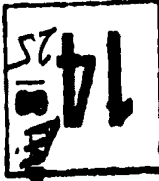
- places of business in the State of Illinois during the following year will be:
- (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
 - (b) It is estimated that the value of the property to be located within the 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

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: _____

Name _____ Residential Address _____



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