

STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



Whereas, ARTICLES OF INCORPORATION OF
HCE, 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 heretofore set my hand and caused to
be affixed the Great Seal of the State of Illinois.

at the City of Springfield, this 14th
day of DECEMBER AD 19 89 and
of the Independence of the United States
14th
the two hundred and

Jim Edgar
SECRETARY OF STATE

90009060

UNOFFICIAL COPY

BCA-2.10 (Rev. Jul. 1984)

File #

Submit in Duplicate

JIM EDGAR
Secretary of State
State of Illinois

This Space For Use By Secretary of State	
Date	12-14-89
License Fee	\$ 50
Franchise Tax	\$ 20
Filing Fee	\$ 10
Clerk	100.50

Payment must be made by Certified Check, Cashiers' Check or a Money Order, payable to "Secretary of State".
DO NOT SEND CASH!

ARTICLES OF INCORPORATION

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 HCE, Inc.
(shall contain the word "corporation", "company", "association", "limited", or an abbreviation thereof)

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

Registered Agent	Orrin J. Edidin	
	<small>First Name Middle Name Last Name</small>	
Registered Office	525 W. Monroe St. Suite 1600	
	<small>Number Street Suite # (A P.O. Box alone is not acceptable)</small>	
	Chicago 60606 Cook	
	<small>City Zip Code County</small>	

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 the Illinois Business Corporation Act of 1983.

ARTICLE FOUR Paragraph 1: The authorized shares shall be:

Class	*Par Value per share	Number of shares authorized
Common	\$.01	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	\$.01	1,000	\$ 1,000
			\$
			\$
			\$
TOTAL			\$ 1,000

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

Property of Cook County Clerk's Office

09000060

File No. _____

Form OSCA-210

ARTICLES OF INCORPORATION

FILED

DEC 14 1989

JIM EDGAR
Secretary of State
FEE SCHEDULE

The following fees are required to be paid at the time of filing the Certificate of Incorporation: FILING FEE \$75.00; INITIAL LICENSE FEE of 1/20th of the amount of the subscription to be received for which the shares are authorized; STATE TAX on the number of shares to be received for Initial License Fee; INITIAL LICENSE TAX of 1/20th of 1% of the number of shares to be received for Initial License Fee; and \$1.00 per share \$75.00.

EXAMPLES OF TOTAL DUES

Subscription to be Received	TOTAL DUE
up to \$1,000	\$108.50
\$ 2,000	\$102.50
\$ 10,000	\$108.00
\$ 25,000	\$112.50
\$ 50,000	\$150.00
\$100,000	\$228.00

RETURN TO:

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

AMY B. MARTIN
KATTEN MUCKIN & ZAVIS
525 W. MONROE ST., SUITE 1600
CHICAGO, ILLINOIS 60603-3693

NOTE: If a corporation acts as incorporator, the name of the corporation and the rate of incorporation shall be shown and the signature must be in ink on original document. Carbon copy, xerox or rubber stamp signatures may only be used on conforming copies. (Signatures must be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.)

1. Amy B. Martin Signature
Name (please print) Amy B. Martin
City/Town Chicago, IL 60603-3693
Street 525 W. Monroe St., Suite 1600
City/Town Chicago, IL 60603-3693
State IL
Zip 60603
2. _____
3. _____

Dated December 13, 1989

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

Article Eight OTHER PROVISIONS
Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, such as: authorizing pre-emptive rights; denying cumulative voting; regulating internal affairs; voting majority; amendments; fixing a duration other than perpetual, etc.

ARTICLE SEVEN 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 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 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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