

STATE OF ILLINOIS  
OFFICE OF  
THE SECRETARY OF STATE



**Whereas,** APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN THIS STATE OF  
CITICORP MERGERS & ACQUISITIONS, INC.  
DELAWARE

INCORPORATED UNDER THE LAWS OF THE STATE OF 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.

90083905

*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 13th  
day of FEBRUARY AD 19 90 and  
of the Independence of the United States  
the two hundred and 14th*

*Jim Edgar*  
SECRETARY OF STATE

Submit in Duplicate

**JIM EDGAR**  
Secretary of State  
State of Illinois

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

**APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO TRANSACT  
BUSINESS IN ILLINOIS**

This Space For Use By  
Secretary of State

Date 2-13-90

License Fee \$ 1.50

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Penalties \$

Clerk 107.100.50

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 Citicorp Mergers & Acquisitions, Inc.  
(shall contain the word "corporation", "company", "incorporated",

or "limited", or shall contain an abbreviation of one of such words)

*(To be completed only if the corporate name is not available)*  
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 Delaware Date of Incorporation July 11, 1989 Period of Duration Perpetual

3. The address of its principal office, wherever located, is 200 South Wacker Drive  
32nd Floor, Chicago, ILL 60606

and the address of its principal office in Illinois is 200 South Wacker Drive  
32nd Floor, Chicago, ILL 60606

4. The name and address of its registered agent and its registered office in Illinois are:

Registered Agent C T CORPORATION SYSTEM  
First Name Middle Name Last Name

Registered Office c/o C T CORPORATION SYSTEM, 208 S. La Salle Street  
Number Street Suite # (A PO box alone is not acceptable)  
Chicago 60604 Cook  
City Zip Code County

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

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

	No. & Street	City	State	Zip
President Nicholas E. Boglivi	71 Larrie Lane	Clifton, NJ		07012
Secretary Theodore Bajo	128 Willow Street	Brooklwn, NY		11201
Director J. Robert A.C. Clement	80 West 36th Street Apt. 10PH	New York, NY		10024
Director Theodore Bajo	128 Willow Street	Brooklyn, NY		11201
Director Nicholas E. Boglivi	71 Larrie Lane	Clifton, NJ		07012

90083905

# UNOFFICIAL COPY

Property of Cook County Clerk's Office

000000000000

90083905

to perform general corporate financial advisory services

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:

# UNOFFICIAL COPY

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 Stock	\$1.00	1,000	1,000

\* 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 "na".

9. The amount of paid-in capital\*\* is \$ 1,000.00

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

10. (a) —Give an estimate of the total value of all the property of the corporation for the following year \$ 0
- (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 \$ 0
- (c) —State the estimated total business of the corporation to be transacted by it everywhere for the following year \$ 6,000,000
- (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 \$ 3,000,000

## 11. INTERROGATORIES

- \*\*\* (a) To what office or offices will all contracts with the corporation be forwarded for final acceptance?  
New York
- (b) The number of shares of all classes owned by residents of Illinois is: 0
- (c) The number of shares of all classes owned by non-residents of Illinois is: 1,000
- (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:

90083905

12. 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 #11(a) lists Other Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois apportionment 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 #11(a).

File No. \_\_\_\_\_

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

Filing Fee \$7500  
and franchise tax

**FILLED**

FEB 13 1999

JIM EDGAR  
Secretary of State

**UNOFFICIAL COPY**

RETURN TO:

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

RECORDING DESK  
BOX 170

Property of Cook County Clerk's Office

90083905

DEPT-01 RECORDING \$16.99  
14444 TRAN 3173 02/21/99 15:51:00  
83945 # D \* -90-083905  
COOK COUNTY RECORDER

50668006

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated 2-4 19 99

attested by Theodore Baje  
(Type or Print Name and Title)

BY Michelle E. Boylin  
(Signature of President or Authorized Officer)

Citicoare Lawyers & Accountants, Inc.  
(Exact Name of Corporation)

Nicholas E. Boubly, President  
(Type or Print Name and Title)