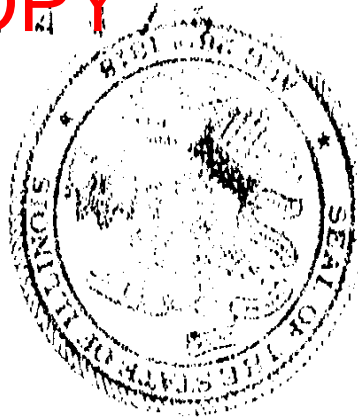


SECRETARY OF STATE

Wm E. Rogers



at the City of Springfield, this
31ST day of JANUARY 10 19 90 and
of the Independence of the United States
the two hundred and
14TH

to affirm the Great Seal of the State of Illinois.

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

of the aforesaid corporation.
issue this certificate and attach hereto a copy of these Bylaws.
of Illinois, by virtue of the powers vested in me by law, do hereby
Now Therefore, I, *John Edgar*, Secretary of State of the State

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.

Johnas. ARTICLES OF INCORPORATION OF
BELFRY, INC.

928878106



90784876

5582-454-1

File Number

UNOFFICIAL COPY

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.

	Common	NPV	100
Class	NPV	per share	proposed to be issued
Number of shares	Consideration to be received therefor		
Par Value	100.00		
TOTAL \$ 100.00			

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

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:

	Common	NPV	1,000
Class	NPV	per share	Number of shares authorized

ARTICLE FOUR Paragraph 1: The authorized shares shall be:

ARTICLE THREE The purpose or purposes for which the corporation is organized are:

The transaction of any or all lawful purposes for which corporations may be incorporated under the Illinois Business Corporation Act of 1983.

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

Registered Agent: Mitchell P. Kahn

Registered Office: 50 West Hubbard Street, 3rd Floor
 Chicago, IL 60610
 Cook County

ARTICLE ONE The name of the corporation is Betry, Inc.

(Shall contain the word "corporation", "company", "incorporated", "limited", or an abbreviation thereof.)

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

This Space For Use By Secretary of State

Date: 1-31-90

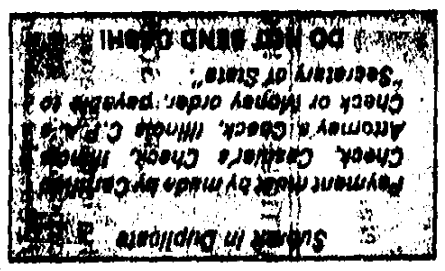
Licence Fee \$ 21.00

Franchise Tax \$ 7.50

Filing Fee \$ 10.50

Clerk \$ 100.50

JIM EDGAR
 Secretary of State
 State of Illinois



92876806

UNOFFICIAL COPY

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

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 EIGHT OTHER PROVISIONS

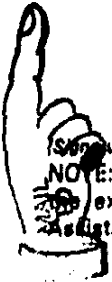
Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights; denying cumulative voting; regulating internal affairs; voting majority requirements; fixing a duration other than perpetual; etc.

NAMES & ADDRESSES OF INCORPORATORS

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

Dated January 25, 1990

Signatures and Names	Post Office Address
1. <u>[Signature]</u> Signature <u>Mitchell P. Kahn</u> Name (please print)	1. <u>350 West Hubbard Street, 3rd Floor</u> Street <u>Chicago, Illinois 60610</u> City/Town State Zip
2. _____ Signature Name (please print)	2. <u>DEPT-01 RECORDING</u> \$14.00 Street <u>145555 TRAN 7229 02/22/90 10:03:00</u> <u>#3453 # E * -90-084876</u> City/Town COOK COUNTY RECORDER Zip
3. _____ Signature Name (please print)	3. _____ Street City/Town State Zip



Signatures must be in ink on original document. Carbon copy, xerox or rubber stamp signatures may only be used on conformed copies.
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.

90084876

Form BCA-2.10

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, Springfield.

FILED

JAN 31 1990

RETURN TO:

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

90084876

[Handwritten signature]