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ARTICLE SIX

The class and number of shares which the corporation proposes to issue without further report to the Secretary of State, and the consideration (expressed in dollars) to be received by the corporation therefor, are:

Class of shares	Number of shares	Total consideration to be received therefor:
Common	1,000	\$ 1,000.00
		\$

ARTICLE SEVEN

The corporation will not commence business until at least one thousand dollars has been received as consideration for the issuance of shares.

ARTICLE EIGHT

The number of directors to be elected at the first meeting of the shareholders is: Two.

ARTICLE NINE NOT APPLICABLE

PARAGRAPH 1: It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be \$

PARAGRAPH 2: It is estimated that the value of the property to be located within the State of Illinois during the following year will be \$

PARAGRAPH 3: It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be \$

PARAGRAPH 4: It is estimated that the gross amount of business which will be transacted at or from places of business in the State of Illinois during the following year will be \$

NOTE: If all the property of the corporation is to be located in this State and all of its business is to be transacted at or from places of business in this State, or if the incorporators elect to pay the initial franchise tax on the basis of its entire stated capital and paid-in surplus, then the information called for in Article Nine need not be stated.

90341431

ARTICLES OF INCORPORATION

RECREACRES LEASING, INC.

MAR 15 1974
Miss M. J. Harrell
SECRETARY OF STATE

FILED

30394-SM-3731

NOTARIAL SEAL
Place Here

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.
I, Karen M. Lund, A Notary Public, do hereby certify that on the 11th day of March 1974
personally appeared before me and being first duly sworn by me acknowledged the signing of the foregoing
document in the respective capacities therein set forth and declared that the statements therein contained are
true.

STATE OF ILLINOIS
COOK COUNTY
I, Karen M. Lund
A Notary Public, do hereby certify that on the 11th day of March 1974
personally appeared before me and being first duly sworn by me acknowledged the signing of the foregoing
document in the respective capacities therein set forth and declared that the statements therein contained are
true.

NOTE: There may be one or more incorporators. Each incorporator shall be either a corporation, domestic
or foreign, or a natural person of the age of twenty-one years or more. If a corporation acts as incorporator, the
name of the corporation and state of incorporation shall be shown and the execution must be by its President or
Vice President and verified by him, and the corporate seal shall be affixed and attested by its Secretary or an
Assistant Secretary.
OATH AND ACKNOWLEDGMENT
I, Karen M. Lund, A Notary Public, do hereby certify that on the 11th day of March 1974
personally appeared before me and being first duly sworn by me acknowledged the signing of the foregoing
document in the respective capacities therein set forth and declared that the statements therein contained are
true.

90341431

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PLEASE TYPE OR PRINT CLEARLY IN BLACK INK

FILING DEADLINE IS: PRIOR TO 03/01/90

RETURN TO:

Corporation Department
Secretary of State
Springfield, IL 62756
Telephone (217) 782-7808

**STATE OF ILLINOIS
DOMESTIC CORPORATION ANNUAL REPORT**

CORPORATION
FILE NO
D 5040-929-5

YEAR OF 1990

1.) **RECREACRES LEASING, INC.** 030888 LAKE
 X **GEORGE N GOLDMAN**
 100 CORPORATE NORTH STE 100
 BANNOCKBURN, IL. 60015-1254

CORPORATE NAME
 REGISTERED AGENT
 REGISTERED OFFICE
 CITY, IL, ZIP CODE

2.) AGENT/OFFICE CHANGES ONLY (see 11b)
RECREACRES LEASING, INC.
 Corporation Name
 800 East Northwest Hwy, Suite 813
 Registered Agent
 Palatine, IL 60067
 Registered Office - Street Address
 City, County, and Zip Code

3.) Date Incorporated 03/15/1974
 Give complete address of principal office, if other than above

Federal Employer Identification Number
 (FEIN) * 362799510

FEB 20 1990
 JIM ELLIOTT
 Secretary

4.) The names and addresses of the officers and directors are: (If officers are directors, so state.)

NAME	OFFICE	NUMBER & STREET	CITY	STATE	ZIP
George N. Goldman, Director	President	800 E. Northwest Hwy, Suite 813	Palatine, IL	60067	
Rodney H. Pierrey	Secretary	" "	"	"	"
George N. Goldman	Treasurer	" "	"	"	"
David E. Goldman, Asst. Secy	Director	" "	"	"	"
David E. Goldman, Vice Pres	Director	" "	"	"	"

5.) The type of business actually conducted in Illinois is: 90341431

6.) Number of shares authorized and issued (as of 12/31/89)

CLASS	SERIES	PAR VALUE	NUMBER AUTHORIZED	NUMBER ISSUED
NON-PAR-ST			500000	

7a.) The amount of paid-in capital as of 12/31/89 is:
 *PAID-IN CAPITAL \$ 1000
 Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus. It does not include Retained Earnings.

7b.) The Paid-in Capital as of 12/31/89 on record with the Secretary of State is:
 TOTAL \$ 1 000
 (The figure in Item 7b may not be altered.)

ITEM 8 MUST BE SIGNED

8) By [Signature] Under the penalty of perjury, and as an authorized officer, I declare that this annual report, and if applicable, the statement of change of registered agent and office contained herein, is true and correct to the best of my knowledge and belief, true to the best of my ability.

Attest [Signature] Secretary

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STATE OF ILLINOIS
Department of State
1100 North Dearborn Street
Springfield, Illinois 62762
Telephone: (217) 785-2000
Fax: (217) 785-2001



Jim Edgar

Secretary of State

DATE: *Jan 26 1996*

BY: *Linda [Signature]*

90341431

\$16.00

American National Bank of Bensenville
Bensenville, Illinois

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LOAN MODIFICATION AGREEMENT

90341432

RE: Loan #228-097-561-2 0002-6

This Agreement entered into this 22nd day of November, 1989, between AMERICAN NATIONAL BANK OF BENSENVILLE, a National Banking Association (hereinafter referred to as LENDER), and Shipley Appliance Sales, Inc. (hereinafter referred to as BORROWER), whereas:

- A. BORROWER has heretofore executed and delivered to LENDER a Principal Note (the Note) dated November 22, 1989 in the principal sum of 100,000.00 (One Hundred Thousand and no/100) being due on March 31, 1991 said NOTE being made a part hereof by incorporation by reference.
- B. The Note is secured by a Mortgage dated November 22, 1989 and recorded in the Office of the Recorder of Deeds, Cook County, Illinois, as Document #89583852 which encumbers the following described real estate: (said MORTGAGE being made a part hereof by incorporation by reference)
- LOT 11 BLOCK 16 IN POPLAR HILLS UNIT FOUR BEING A SUBDIVISION OF PART OF THE SOUTHEAST ONE QUARTER OF SECTION 24, TOWNSHIP 42 NORTH, RANGE 9, AND A PART OF THE SOUTHWEST ONE QUARTER OF SECTION 19, TOWNSHIP 42 NORTH, RANGE 10, ALL EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED IN THE RECORDER'S OFFICE OF COOK COUNTY, ILLINOIS ON MARCH 10, 1978, AS DOCUMENT NUMBER 24358401.
- PERMANENT INDEX NUMBER: 02-19-323-011
- C. The present outstanding principal sum of indebtedness of BORROWER to LENDER under said Note as of the date hereof is:
- \$1.00 (One and no/100)
- such sum is evidenced by the Note and Mortgage.
- D. BORROWER and LENDER mutually desire to modify certain of the terms and conditions of the Note and Mortgage as set forth immediately hereinafter.

NOW, THEREFORE, the parties hereto, notwithstanding anything contained to the contrary in said Note or Mortgage, agree as follows:

1. To renew the said original Note and Mortgage now due the LENDER on said March 31, 1991 date at the same terms and conditions as said original Note and Mortgage except that the rate of interest charged hereunder shall be 1.0% over the American National Bank of Bensenville's prime rate floating for the term of the loan.

Except as modified by this Modification Agreement, all of the provisions of the Note and Mortgage shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have hereunto executed this instrument as of the date first above written.

DATE: 11/22/89

AMERICAN NATIONAL BANK OF BENSENVILLE
A National Banking Association

By: Frank F. Eichstaedt
Frank F. Eichstaedt

Title: Commercial Banking Associate

Attest: _____

DATE: 7-9-90

Shipley Appliance Sales, Inc.

By: Lester O. Shipley
Lester O. Shipley, President

By: Vivian I. Shipley
Vivian I. Shipley, Secretary/Treasure

Prepared by: Kari Kotarski; American National Bank of Bensenville
133 W. Grand Ave., Bensenville, Il. 60106

01720

SEE REVERSE SIDE FOR ACKNOWLEDGEMENT

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90341432

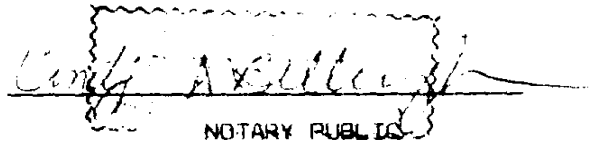
13.00

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STATE OF ILLINOIS
COUNTY OF _____

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, do hereby certify that _____, personally known to me to be the same person (s) whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that _____ signed, sealed and delivered the said instrument as _____ own free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and NOTARY SEAL this 9th day of July, 1990.


NOTARY PUBLIC

Commission expires 10 10 90

90341432

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