

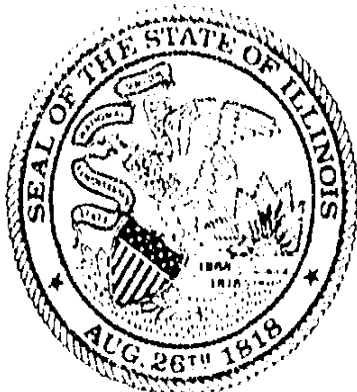


Whereas, ARTICLES OF INCORPORATION OF
SP GROUP, INC.

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, George H. Ryan, 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 cause to
be affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 26TH
day of MARCH A.D. 19 91 and
of the Independence of the United States
the two hundred and 15TH.



George H Ryan
SECRETARY OF STATE

91119856

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Form **BCA-2.10** ARTICLES OF INCORPORATION

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(Rev. Jan. 1991)

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

FILED

MAR 26 1991

GEORGE I. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE!

This space for use by
Secretary of State

Date: 3-26-91
Franchise Tax \$ 25.00
Filing Fee \$ 75.00
Approved: [Signature] 100.00

Payment 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."

1. CORPORATE NAME: SP GROUP, INC.

(The corporate name must contain the word "corporation," "company," "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent: J. Carroll McWilliams
First Name Middle Initial Last name

Initial Registered Office: 3030 Salt Creek Lane 100
Number Street Suite #

Arlington Heights 60005
City Zip Code County

3. Purpose or purposes for which the corporation is organized.
(If not sufficient space to cover this point, add one or more sheets of this size.)

To engage in any lawful act or activity for which a corporation may be incorporated under the Illinois Business Corporation Act of 1983, as amended, and to act as a registered agent in the State of Illinois.

4. Paragraph 1. Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$ 1.00	10,000	1,000	\$ 1,000.00
				TOTAL \$ 1,000.00

Paragraph 2: The preferences, qualifications, limitations, restrictions and 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.)

(over)

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UNOFFICIAL COPY

5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: _____
 (b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Name	Residential Address

6. **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 that will be transacted by the corporation during the following year will be: \$ _____
 (d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. **OPTIONAL: 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.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

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

Dated March 25, 19 91

184444 TRAN 2724 04/03/91 14121100
 44842 F D * - 9 1 - 1 4 9 8 5 6
 COOK COUNTY RECORDER

Signature and Name	Address
1. <u>James L. Beard</u> <i>(Type or Print Name)</i>	1. <u>203 North La Salle Street, Suite 1800</u> <i>Street</i> <u>Chicago Illinois 60601</u> <i>City/Town State Zip Code</i>
2. _____ <i>(Type or Print Name)</i>	2. _____ <i>Street</i> _____ <i>City/Town State Zip Code</i>
3. _____ <i>(Type or Print Name)</i>	3. _____ <i>Street</i> _____ <i>City/Town State Zip Code</i>

(Signatures must be in ink on original document. Carbon copy, photocopy 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 Assistant Secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25 and a maximum of \$1,000,000.
- The filing fee is \$75.
- The minimum total due (franchise tax + filing fee) is \$100.
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
- The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.

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

1400
 LBC
 Box 416