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File Number

92656207

OFFICE OF THE SECRETARY OF STATE
STATE OF ILLINOIS



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DEPT-07 MISC.

\$25.00

T#9999 TRAN 4853 09/03/92 11:17:00

#3328 # * 72-654207

COOK COUNTY RECORDER

Whereas,

APPLICATION FOR WITHDRAWAL OF THE GROUND ROUND, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE 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.

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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 24TH

day of JULY A.D. 19 92 and

of the Independence of the United States

the two hundred and 17TH



George H. Ryan
SECRETARY OF STATE

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Form **BCA-13.45**
(Rev. Jan. 1981)

APPLICATION FOR CERTIFICATE OF WITHDRAWAL AND FINAL REPORT

File # 5399-1777

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62758
Telephone (217) 782-6661

FILED

JUN 24 1992

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN TRIPLICATE

This space for use by
Secretary of State

Date 7-24-92
License Fee \$
Franchise Tax \$
Filing Fee \$ 25.00
Penalty \$
Interest \$
Approved: JRK

Remit payment in check or money
order, payable to "Secretary of State."

- CORPORATE NAME: The Ground Round, Inc.
- STATE OR COUNTRY OF INCORPORATION: Delaware
- Post office address to which may be mailed a copy of any process against the corporation that may be served on the Secretary of State:
35 Braintree Hill Office Park
Braintree, Massachusetts 02104
- No portion of its issued shares at this time is represented by business transacted or property located in this State.
- It surrenders its authority to transact business in Illinois.
- It revokes the authority of its registered agent in Illinois to accept service of process, and hereby consents that service of process in any suit, action or proceeding based upon any cause of action arising in this State during the time this corporation was licensed to transact business in this State may hereafter be made on such corporation by service thereof upon the Secretary of State.

(COMPLETE ONLY WHEN APPLICABLE)

- (a) List all issuances of shares not previously reported to the Secretary of State (including shares issued for cash or other property, share dividends, share splits, share exchanges pursuant to Section 11.10, and shares to effect an exchange or reclassification of issued shares) and give the value of the entire consideration received therefor, less expenses, less any amounts added or transferred to paid-in capital, without the issuance of shares.

Date of Issuance or Contribution	Class	Par Value	Number of Shares Issued	Entire Consideration Received
				\$
				\$
			TOTAL	\$

- (b) List all cancellations of shares not previously reported to the Secretary of State, and give the cost.

Date of Cancellation	Class	Number of Shares Cancelled	Cost
			\$
			\$
		TOTAL	\$

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8. Issued shares at date of execution:

Class	Series	Par Value	Number of Shares

9. Paid-in capital at date of execution:

Paid-in Capital \$ _____

(“Paid-in Capital” replaces the terms “Stated Capital” and “Paid-in Surplus” and is equal to the total of these accounts.)

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

Dated July 8, 19 92

The Ground Round, Inc.

(Exact Name of Corporation)

attested by [Signature]

(Signature of Secretary or Assistant Secretary)

Frank M. Pothoff
(Type or Print Name and Title)

by [Signature]

(Signature of President or Vice President)

Michael P. O'Donnell
(Type or Print Name and Title)

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