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OFFICE OF THE SECRETARY OF STATE



Property of Cook County Clerk's Office

RECORDED IN BOOK 127, PAGE 180
FILED IN BOOK 127, PAGE 180
MARCH 18 1993
CLERK OF COUNTY RECORDS

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF RIVERMARKET HOLDING CORP. 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.

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.

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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 18TH day of MARCH A.D. 19 93 and of the Independence of the United States the two hundred and 17TH

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George H. Ryan
SECRETARY OF STATE

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Form **BCA-13.15**

(Rev. Jan. 1991)

APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE

George H. Ryan
Secretary of State
Department of Business Services
Springfield, Il. 62756
Telephone (217) 782-1834

FILED

MAR 18 1993

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date 3/18/93

License Fee \$ 0

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Penalties \$ 0

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. (a) CORPORATE NAME: Rivermarket Holding Corp.

(Complete item 1 (a) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form RCA 4.15 is attached.)

2. (a) State or Country of Incorporation: DELAWARE

(b) Date of Incorporation: March 5, 1993

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located

277 Park Avenue

New York, NY 10172

(b) Address of principal office in Illinois:

To be determined

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent C T CORPORATION SYSTEM

First Name	Middle Name	Last Name
c/o C T CORPORATION SYSTEM,	208 S. La Salle Street	

Registered Office _____

Number	Street	Suite #
Chicago	60604	Cook
City	Zip Code	County

5. States and countries in which it is admitted or qualified to transact business:

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President Gerald M. Levy	277 Park Avenue, 12th Fl.	New York, NY		10172
Secretary Edward H. Winkler	277 Park Avenue, 12th Fl.	New York, NY		10172
Director Gordon Tsou	277 Park Avenue, 12th Fl.	New York, NY		10172
Director John C.F. Clarke	277 Park Avenue, 12th Fl.	New York, NY		10172
Director Robert R. Costa	277 Park Avenue, 12th Fl.	New York, NY		10172

Asst. Sec.	Joseph P. Skibo	277 Park Avenue, 12th Fl.,	New York, NY	10172
V. Pres.	Richard E. Biel	277 Park Avenue, 12th FL.,	New York, NY	10172

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7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

Own real estate

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	none	\$10.00 ✓	100 ✓	100

9. Paid-in Capital:

\$ 1,000.00

(*Paid-in Capital" includes 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: \$ 1.5 million
- (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: \$ 1.5 million
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1.9 million
- (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: \$ 1.9 million

11. Interrogatories:

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 277 Park Ave. N.Y. N.Y. 10172
- (b) Number of shares of all classes owned by residents of Illinois: None
- (c) Number of shares of all classes owned by non-residents of Illinois: 100 ✓
- (d) Is the corporation transacting business in this state at this time? NO
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

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BOX 170

12. This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. 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 March 17, 19 93

RIVERMARKET HOLDING CORP.

(Exact Name of Corporation)

attested by Joseph R. Skibo
(Signature of Secretary or Assistant Secretary)

by Richard E. Biel
(Signature of President or Vice President)

Joseph R. Skibo, Asst. Secy.
(Type or Print Name and Title)

Richard E. Biel, Vice President
(Type or Print Name and Title)

* 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 ONLY an Illinois address, then the total business as referenced in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation 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).

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LINE 6. Cont'd.

Rivermarket Holding Corp.

	Name	No. & Street	City	State	Zip
Director	Ronald Ferraro	270 Park Avenue	New York	NY	10017

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