file Number

5799-562-9

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COOK COUNTY RECORDER

State of Illinois Office of The Secretary of State Office of

Whereas,

ARTICLES OF DISSOLUTION OF NEST TOG SOFTWARE, 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 day of SEPTEMBER A.D. 19 95 the Independence of the United States the two hundred and

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Beorge H. Secretary		1,		, 5. 5.4		يورون والمناف	PLICATE
Departme	nt of Business Services					pace for stary of	use by
	i, il. 62756 2 (217) 782-2353	,	FILE	\mathbf{D}	Date		,21.917
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	ment in check or money		SEP 2 1 199	5	Filing Fee Penalty		\$ 5.00
emer, paya ·	thie to "Secretary of State."	i	GEORGE H. RY	AN	Interest	$\dot{\bigcirc}$	\$
		S	CRETARY OF ST	ATE	Approved:	<u> </u>	
1. COF	RPORATE NAME:	Nes	+ Egg SOF	ruyze, Inc	,		
2. Post	office address to which	may be maile	d a copy of any proc	ess against the corpo	oration that	may be	no hevnes
Secr	etary of State:		٠			_	
	<u> </u>	canfor	TCN SOZE	man, MT	597/	1	
	·	O _{rc}					
	olution of the corporation		no zed on	9/14			, 19 <i>S</i> F
in th	e manner indicated belo	w:	eno ni "X" in one	box only)			
	By a majority of the inco						
	have been elected; or thaving issued no share				th Section	12.05, 11	ie corporati
			0,				(Notes 1 &
X	By a written consent sig	ned by all sha	reholders entitled to	vote on dissolution, i	n accordan	e with t	Section 12.
	board of director action	not being req	uired.	4			(Note 3)
 -	Physics absorbations in		uish Capilan 40 45 a				•
ليا	By the shareholders, in the shareholders. At a	meeting of sh	areholders, not less	ihan the minin ນໍ້າເກັບ			
	and by the Articles of Ir	corporation w	ere vated in favor of	the dissolution.			(Note 3)
[]			u tile Augilla an an an		S		,
لا	By the shareholders, in submitted to the sharel						
	minimum number of voconsented in writing ha	tes required b	y statute and by the	Articles of Incorpora			
	Consonied in Willing ha	ve been given	TOTICH IT ACCUIDANC	8 Will Section 7.10.		Co	(Note 3)
		(COMF	LETE ONLY WHEN A	PPLICABLE)			
4. (a)	List all issuances of shares not previously reported to the Secretary of State (including shares issued for cash other property, share dividends, share splits, share exchanges pursuant to Section 11.10, and shares to effect exchange or reclassification of issued shares) and give the value of the entire consideration received therefor, le expenses; list 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			Consideration and a consideration of the considerat
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C-152.9					TOTAL	Þ	
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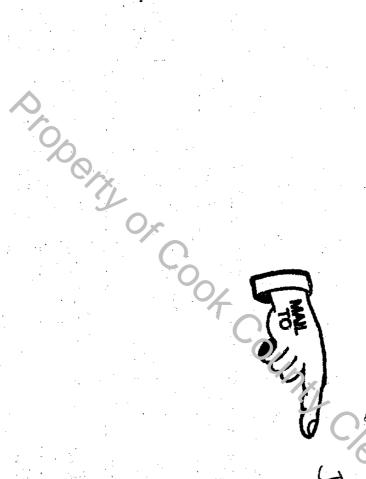
Property of Cook County Clerk's Office

Number of Shares Cancelled Class Date of Cancellation Cost \$ TOTAL Issued shares at date of execution: Series Par Value Number of Shares 1.00 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.) The undersigned corporation has caused this statement to be signed by its duly authorized officers*, each of whom 7 affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.) attested by (Signature of Secretary or Assistant Secretary (Type or Print Name and Title) rint Name and Title) If dissolution is authorized by the incorporators or by the board of directors, a majority of them must SIGN HERE. The undersigned affirms, under the penalties of perjury, that the laste stated herein are true.

NOTES

- Incorporators are authorized to dissolve a corporation ONLY before any shares have been issued AND before any directors
 have been named or elected. The signatures of a majority of the incorporators must appear on these Articles of Dissolution.
- Directors are authorized to dissolve a corporation ONLY before any shares have been issued. In the avent there are no
 officers, the signature of a majority of the directors or such directors as may be designated by the board must appear on
 these Articles of Dissolution.
- 3. All dissolutions not authorized by the incorporators or the directors must be authorized by the shareholders.
- Shareholders may authorize dissolution by their unanimous written consent. This does not require any action of the board of directors and does not require a shareholders' meeting.
- Shareholder authorization may also be by vote at a shareholders' meeting or by less than unanimous consent, in writing, without a meeting.
- To be effective, the dissolution must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on dissolution and, it class voting applies, then also at least 2/3 of the votes within each class.
- If the Articles of Incorporation so provide, the 2/3 vote requirement may be superseded by any smaller or larger vote requirement, not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies.
- When shareholder authorization is by less than unanimous written consent, all shareholders must be given notice of the proposed dissolution action at least five days before the consent is signed. Shareholders who have not signed the consent must be given prompt notice that dissolution was duly authorized.

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