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C-2122

Secretary of State

*George H. Ryan*



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 12TH day of JANUARY A.D. 19 96 and of the Independence of the United States the two hundred and 20TH

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.

96186363

ARTICLES OF INCORPORATION OF ROSE PRODUCTIONS, 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.

State of Illinois  
Office of  
The Secretary of State

DEPT-01 RECORDING \$27.50  
T46666 TRAM 7696 03/12/96 13:54:00  
#2859 # JM \*-96-186363  
COOK COUNTY RECORDER

96186363

5866-941-5

File Number

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SEE ATTACHED SHEET

(If not sufficient space to cover this point, add one or more sheets of this size.)

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:

TOTAL \$ 1,000

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued
Common	\$ NPV	10,000	1,000
			\$ 1,000

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

00188263

To deal in and with real and personal property of every class or description and to otherwise transact any business for any lawful purpose for which corporations may be incorporated under the Illinois Business Corporation Act.

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.)

Initial Registered Agent:	Alan S.	Middle Initial	Last name
Initial Registered Office:	111 W. Washington Street	Street	1319
	Chicago, IL	City	Suite #
	60602	Zip Code	Cook
		County	

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

1. CORPORATE NAME: ROSE PRODUCTIONS, INC.

Approved: <i>[Signature]</i> Filing Fee \$75.00 Franchise Tax \$25.00 Date 1-12-96 Secretary of State This space for use by	FILED JAN 12 1996 GEORGE H. RYAN SECRETARY OF STATE	Payment must be made by certified check, cashier's check, Illinois money order, payable to Secretary of State. Department of Business Services Springfield, IL 62756 Telephone (217) 782-6961
SUBMIT IN DUPLICATE!	ARTICLES OF INCORPORATION	BCA-2.10 Form

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Illinois Secretary of State  
Department of Business Services

Springfield, IL 62756  
Telephone (217) 782-6961

- The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
- The minimum total due (franchise tax + filing fee) is \$100.
- The filing fee is \$75.
- The initial franchise tax is assessed at the rate of 1/100 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.

## FEE SCHEDULE

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 his Secretary or Assistant Secretary.

1.	Signature and Name <i>Victor Jacobellis</i>	Signature Victor Jacobellis	(Type or Print Name)
1.	Address 505 N. Lake Shore Drive	Street Chicago	City/Town IL 60611 State Zip Code
2.	Signature	Signature	(Type or Print Name)
3.	Signature	Signature	(Type or Print Name)

Dated December 5, 1995

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

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

Attach a separate sheet of the 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.

## 7. OPTIONAL: OTHER PROVISIONS

6. OPTIONAL:
- It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \_\_\_\_\_
  - It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \_\_\_\_\_
  - It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \_\_\_\_\_
  - 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: \_\_\_\_\_

5. OPTIONAL:
- Number of directors constituting the initial board of directors of the corporation: \_\_\_\_\_
  - 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 \_\_\_\_\_

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Any shareholder or transferee of such shareholder who desires to sell all or any part of his shares shall first offer such shares for sale to the other shareholders of the corporation at the same price offered by a bona fide prospective purchaser of such shares. The right of purchase in such case shall be ratable to the respective holdings of such shareholders, but if any of such shareholders fail to accept the offer, either in whole or in part, the other such shareholders may purchase the shares not so accepted. Said right of such shareholders shall also be ratable to their respective holdings. If such shareholders fail to purchase all such shares within 30 days after written notice from the selling shareholder or his transferee, the restrictions upon such shares imposed by this paragraph shall automatically terminate at the end of the 30 days. The shares are subject to the benefits under Internal Revenue Code Section 1244.

## COMMON SHARES

ARTICLE FOUR Paragraph 2:

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MAIL TO:  
ALAN S. LEVIN  
111 W. WASHINGTON ST. #1319  
CHICAGO, ILL. 60602



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