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File Number

5886-720-9

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DEPT-01 RECORDING 029.00
15555 TRAN 4216 05/23/96 09:54:00
4499 : JJ * - 95 - 390981
COOK COUNTY RECORDER

State of Illinois Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF PANACQ, 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 13TH day of MAY A.D. 19 96 and of the Independence of the United States the two hundred and 20TH



George H. Ryan

Secretary of State

BOX 314 29

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SUBMIT IN DUPLICATE!

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

This space for use by Secretary of State

FILED

MAY 13 1996

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date 5/13/96

License Fee	\$	
Franchise Tax	\$	29.17
Filing Fee	\$	15.00
Penalties	\$	215.75
Approved:	\$	<u>319.92</u>

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: Taxacq, Inc.

(Complete item 1 (b) 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 BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware
(b) Date of Incorporation: October 30, 1995
(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located: 1201 Elm Street, Suite 5400
Dallas, Texas 75270-2199
(b) Address of principal office in Illinois:
(If none, so state) None

EXPEDITED

MAY 13 1996

SECRETARY OF STATE

Address of the registered agent and registered office in Illinois
Registered Agent The Prentice-Hall Corporation System, Inc.
First Name Middle Name Last Name
Registered Office 33 North LaSalle Street
Number Street Suite #
Chicago 60602 Cook
City Zip Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
Delaware

6. Names and residential addresses of officers and directors: See attached list of officers and directors

Name	No. & Street	City	State	Zip
President				
Secretary				
Director				
Director				
Director				

If more than 3, attach list

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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.)

bidding agent

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$1.00 per share	1,000	1,000

9. Paid-in Capital: \$ 1,000.00
("Paid-in Capital" replaces 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: \$ -0-
- (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: \$ -0-
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 200,000,000
- (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: \$ 50,000,000

11. Interrogatories: (Important - this section must be completed.) Please see attachment

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
 (b) Number of shares of all classes owned by residents of Illinois.
 (c) Number of shares of all classes owned by non-residents of Illinois.
 (d) Is the corporation transacting business in this state at this time?
 (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified 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.

The undersigned corporation has caused this statement to be signed by its duly authorized officer, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated April 1, 19 96 (Exact Name of Corporation)

attested by Donald Greetham by Richard A. Faitmeyer
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Donald Greetham, Secretary Richard A. Faitmeyer, President
 (Type or Print Name and Title) (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 reflected 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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TAXACQ, INC.

<u>Name</u>	<u>Office</u>	<u>Address</u>
Richard A. Heitmeyer	Director	1201 Elm Street, Suite 5400 Dallas, Texas 75270
Vincent Primiano	Director	1201 Elm Street, Suite 5400 Dallas, Texas 75270
Justin F. Weisenbacher	Director	1201 Elm Street, Suite 5400 Dallas, Texas 75270
Richard A. Heitmeyer	President	1201 Elm Street, Suite 5400 Dallas, Texas 75270
Jonathan Epstein	Vice President and Assistant Secretary	1201 Elm Street, Suite 5400 Dallas, Texas 75270
Justin Weisenbacher	Vice President and Assistant Secretary	1201 Elm Street, Suite 5400 Dallas, Texas 75270
Don Greetham	Secretary	1201 Elm Street, Suite 5400 Dallas, Texas 75270
Sheree E. Thomas*	Assistant Secretary	1201 Elm Street, Suite 5400 Dallas, Texas 75270
Joe T. Hyde	Assistant Secretary	1201 Elm Street, Suite 5400 Dallas, Texas 75270

*for the sole purpose of completing, executing and filing a form SS-4 Application for Employer Identification Number with the Internal Revenue Service for the Corporation and any of its affiliates, which are formed at or near the date of incorporation of the Corporation, and her service, authority and responsibilities shall end immediately upon her obtaining such identification numbers.

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APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS (Form BCA-13.5)

11. INTERROGATORIES

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 1201 Elm Street, Suite 5400, Dallas, Texas 75270-2199
- (b) Number of shares of all classes owned by residents in Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 1,000
- (d) Is the corporation transacting business in this state at this time? Yes
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: March 10, 1996

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