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File # D5414-0673

Form **BCA-5.10**
NFP-105.10
(Rev. April 1995)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-3647
http://www.sos.state.il.us

COOK COUNTY
RECORDER
JESSE WHITE
ROLLING MEADOWS

07-21-97 11:10
RECORDING 25.00
MAIL 0.50
97522648

STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE

FILED

JUL 09 1997

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date

7-9-97

Filing Fee

\$ 5

Approved:

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

Type or print in black ink only.
See reverse side for signature(s)

Compass PPA Incorporated

- CORPORATE NAME: _____
- STATE OR COUNTRY OF INCORPORATION: Illinois
- Name and address of the registered agent and registered office as they appear on the records of the office of the Secretary of State (before change):

Registered Agent	<u>COMPASS PPA INCORPORATED % ALDO GIACCHINO</u>		
	First Name	Middle Name	Last Name
Registered Office	<u>7801 W. HIGGINS RD STE 720</u>		
	Number	Street	Suite No. (A P.O. Box alone is not acceptable)
	<u>ROSEMONT IL</u>	<u>60015</u>	<u>COOK</u>
	City	ZIP Code	County
- Name and address of the registered agent and registered office shall be (after all changes herein reported):

Registered Agent	<u>John</u>	<u>T.</u>	<u>Even</u>
	First Name	Middle Name	Last Name
Registered Office	<u>1620 Colonial Parkway</u>		
	Number	Street	Suite No. (A P.O. Box alone is not acceptable)
	<u>Inverness</u>	<u>60010</u>	<u>Cook</u>
	City	ZIP Code	County

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5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.
6. The above change was authorized by: ("X" one box only)
- a. By resolution duly adopted by the board of directors. (Note 5)
- b. By action of the registered agent. (Note 6)

NOTE: When the registered agent changes, the signatures of both president and secretary are required.

7. (If authorized by the board of directors, sign here. See Note 5)

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 May 1997 Compass PPA Incorporated
(Exact Name of Corporation)

attested by *John F. Harter* by *John F. Harter*
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

John F. Harter, Assistant Secretary John F. Harter, President
(Type or Print Name and Title) (Type or Print Name and Title)

(If change of registered office by registered agent, sign here. See Note 6)

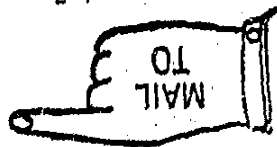
The undersigned, under penalties of perjury, affirms that the facts stated herein are true.

Dated _____ 19_____
(Signature of Registered Agent of Record)

NOTES

1. The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address; a post office box number alone is not acceptable.
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of registered agent must be by resolution adopted by the board of directors. This statement must then be signed by the president (or vice-president) and by the secretary (or an assistant secretary).
6. The registered agent may report a change of the registered office of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent.

PLEASE MAIL TO: JOHN T. EVEN
ROBERTS, SIMON & EVEN, LTD.
1620 COLONIAL PARKWAY
INVERNESS ILLINOIS 60067



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UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF COMPASS PPA INCORPORATED

We, the undersigned, being all of the Directors of Compass PPA Incorporated ("Compass"), hereby take the following actions, without a meeting, by unanimous written consent, pursuant to Section 8.45 of the 1983 Illinois Business Corporation Act, as amended.

WHEREAS, Compass' registered agent, Aldo Giacchino, has resigned as an officer and director of Compass and has relocated outside of the State of Illinois.

NOW, THEREFORE, be it resolved that:

1. The Registered Agent for Compass PPA Incorporated shall be John T. Even;
2. The registered office of Compass PPA Incorporated shall be: 1620 Colonial Parkway; Inverness, Illinois 60067; and
3. John F. Harter, as President and Assistant Secretary of Compass, is hereby authorized to execute on behalf of Compass, any documents, filings and/or authorizations necessary to carry out the intent of the foregoing resolutions.

Dated: May 27, 1997

Signed at: CHICAGO, ILLINOIS At: 1:30 p.m. [Signature]
(place) JOHN F. HARTER, Director

Signed at: TIBURON, CA At: 1:00 p.m. [Signature]
(place) PETER M. PHILLIPS, Director

Signed at: Wichita, KS At: 11:15 p.m. [Signature]
(place) STAN VAUGHAN, Director

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