

File Number 5693-194-5

State of Illinois
Office of
The Secretary of State

Whereas, THE REINSTATED CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF RCP, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF CONNECTICUT HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE TO TRANSACT ALL BUSINESS IN ILLINOIS UNDER THE ASSUMED NAME OF RCP ASSOCIATES, INC. 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 18TH day of MARCH A.D. 19 98 and of the Independence of the United States the two hundred and 22ND



George H Ryan
Secretary of State

Form **BCA-12.45/**
13.60
(Rev. Jan. 1995)

APPLICATION FOR REINSTATEMENT
of
DOMESTIC OR FOREIGN CORPORATIONS

File # 5693-194-5

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756

This space for use by Secretary of State

FILED

SUBMIT IN DUPLICATE!

MAR 18 1998

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date 3-18-98
Filing Fee \$ 100.00
Approved: [Signature]

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 as of the date of issuance of the certificate of dissolution or revocation:

RCP Inc, y

(b) Corporate name as changed:

Fmpax Corporation y

(Note 1)

(c) If a foreign corporation having a certificate of authority under an assumed corporate name restriction, the assumed corporate name:

RFP ASSOCIATES INC

(Note 2)

2. State of incorporation: CONNECTICUT

3. Date that the certificate of dissolution or revocation was issued:

4. Name and address of the Illinois registered agent and the Illinois registered office, upon reinstatement: (Note 3) NOTICE! Completion of item #4 does not constitute a registered agent or office change. See note #3 on back of this form.

Registered Agent

CHRISTOPHER J.R. SMITH

First Name

Middle Name

Last Name

Registered Office

750 N. DEARBORN ST. SUITE 309

Number

Street

Suite # (A P.O. Box alone is not acceptable)

CHICAGO

60610-3354

COOK

City

Zip Code

County

5. This application is accompanied by all delinquent report forms together with the filing fees, franchise taxes, license fee and penalties required.

6. 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. (All signatures must be in **BLACK INK**.)

Dated February 6, 1998

RCP INC

(Exact Name of Corporation)

attested by Johanna Straczek

(Signature of Secretary or Assistant Secretary)

by David S. Matlow CEO

(Signature of President or Vice President)

JOHANNA STRACZEK

(Type or Print Name and Title)

DAVID MATLOW

(Type or Print Name and Title)

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NOTES

- Note 1: If the corporate name which the corporation had at the time of dissolution or revocation is not available for use at the time of reinstatement, the corporation shall set forth the new name by which it will hereafter be known. A change of corporate name must also be properly effected in accordance with the provisions of the Business Corporation Act of 1983. For domestic corporations, articles of amendment must be filed, pursuant to Section 10.30. For foreign corporations, the name must be changed in the state or country of incorporation by articles of amendment filed there, and an application for amended certificate of authority, together with a certified copy of the amendment, must be filed pursuant to Section 13.40.
- Note 2: If a foreign corporation's true name was not available for use when the original certificate of authority was issued, the corporation had to adopt an assumed corporate name for use in Illinois. When reinstating, an application for an assumed corporate name, pursuant to Section 4.15, must accompany the reinstatement application.
- Note 3: If either or both the registered agent or the registered office of the corporation has changed since the time of dissolution or revocation, the corporation shall properly report such a change on Form BCA-5.10 or on its most recent annual report form.

Telephone:

Domestic: (217) 782-5797

(217) 785-5782

Foreign: (217) 782-1837

C-89.13

MAIL TO:

IM PAX

ATTN: JOHANNA STRACZEK

ONE TURKEY HILL ROAD, SOUTH
WESTPORT, CT 06880

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