

State of Idaho

Office of the Secretary of State

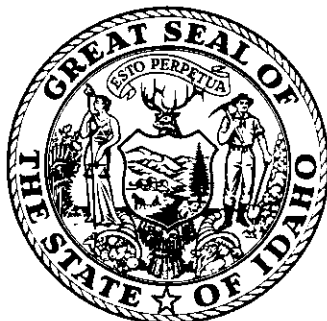
**CERTIFICATE OF AUTHORITY
OF
JOHNSON ROONEY WELCH, INC.**

File Number C 153399

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 3 March 2004



Ben Yursa
SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

RE MAR -3 AM 11:26
SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

Johnson Rooney Welch, Inc.

2. The name which it shall use in Idaho is: Johnson Rooney Welch, Inc.

3. It is incorporated under the laws of: CA

4. Its date of incorporation is: 5/28/1999

5. The address of its principal office is: 200 E. Randolph, 8th Fl., Legal Dept., Chicago, IL 60601

6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2, Boise, Idaho 83702

and its registered agent in Idaho at that address is: Corporation Service Company

8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached officers/directors rider	rider	

Dated: 2 1-24-04

Signature: *[Handwritten Signature]*

Typed Name: Leonor de la Torre

Capacity: Secretary

Customer Acct # :
(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
03/03/2004 05:00
CK: 213845 CT: 174438 BH: 738643
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C153399

Directors / Officers Report

As of 2/24/2004

Johnson Rooney Welch, Inc.

36-4297881

Directors

Richard E. Barry

Director

Primary Address: 200 East Randolph Street 8th Floor
Chicago, IL 60601

Dan R. Osterhout

Director

Primary Address: 55 East 52nd Street 38th Floor
New York, New York 10055

Paul T. Slamar

Director

Primary Address: 200 E. Randolph Street 18th Floor
Chicago, IL 60601

Officers

Thomas F. Welch, Jr.

President

Primary Address: 1680 East Gude Drive
Rockville, Maryland 20850

Paul C. Johnson

Vice President

Primary Address: 200 Clocktower Place
Suite 205
Carmel, California 93923

Robert E. Rooney

Vice President

Primary Address: 200 E. Randolph Street
Chicago, IL 60601

Paul T. Slamar

Vice President & Assistant Secretary

Primary Address: 200 E. Randolph Street 18th Floor
Chicago, IL 60601

Diane M. Aigotti

Treasurer

Primary Address: 200 E. Randolph Street
Chicago, Illinois 60601

Leonor de la Torre

Secretary - Law

Primary Address: 200 East Randolph
8th Floor Law Department
Chicago, IL 60601 (United States)

Johnson Rooney Welch, Inc.

36-4297881

Richard E. Barry

Vice President & Assistant Secretary - Law

Primary Address: 200 East Randolph Street
8th Floor
Chicago, IL 60601

Harold LeVaughn Hooks Jr.

Vice President

Primary Address: 200 E. Randolph Street
Chicago, IL 60601

Paul T. Slamar

Vice President & Assistant Secretary

Primary Address: 200 E. Randolph Street
18th Floor
Chicago, IL 60601

Paulette Solinski

Vice President & Assistant Secretary

Primary Address: 200 E. Randolph
14th Floor
Chicago, Illinois 60601

Richard L. Vodziak

Assistant Vice President - Taxes

Primary Address: 200 East Randolph
4th Floor - Tax Department
Chicago, Illinois 60601

David A. Wichmann

Vice President

Primary Address: 200 E. Randolph Street
Chicago, IL 60601

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the **28th day of May, 1999**, **JOHNSON ROONEY WELCH, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of February 27, 2004.

Kevin Shelley
KEVIN SHELLEY
Secretary of State