



CERTIFICATE OF AUTHORITY  
OF

**MNT HOLDINGS CORP.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of an Application of **MNT HOLDINGS CORP.**

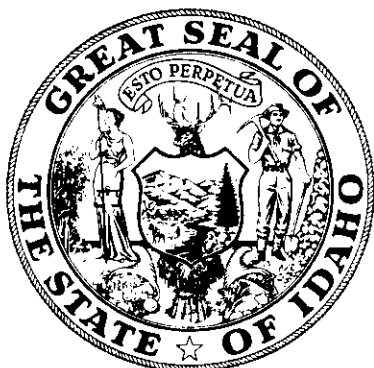
\_\_\_\_\_ for a Certificate of Authority to transact business in this State,  
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have  
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Authority to **MNT HOLDINGS CORP.**

to transact business in this State under the name **MNT HOLDINGS CORP.**

\_\_\_\_\_ and attach hereto a duplicate original of the Application  
for such Certificate.

Dated **August 27**, 19 **82**



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is MNT HOLDINGS CORP.
2. \*The name which it shall use in Idaho is \_\_\_\_\_
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is July 15, 1982 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 110 North Wacker Drive, Chicago, Illinois 60606
6. The address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
To engage in any lawful act or activity

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

Name	Office	Address
<u>Charles S. Locke</u>	<u>President &amp; Director</u>	<u>1504 N. Waukegan Rd., Lake Forest, Il. 60045</u>
<u>Robert B. Gerrie</u>	<u>V.P., Secy. &amp; Director</u>	<u>630 Park Drive, Kenilworth, Il. 60043</u>
<u>John R. Bowen</u>	<u>V.P., Treas. &amp; Director</u>	<u>42 Little Marryat, Cary, Il. 60013</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	<u>\$1.00</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated August- 20, \_\_\_\_\_, 1982

MNT HOLDINGS CORP.

By John A. B. B. B.

Its Vice President

and Robert B. B. B.

Its \_\_\_\_\_ Secretary

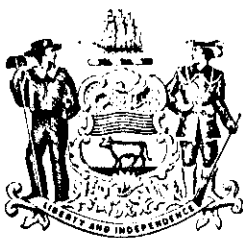
STATE OF ILLINOIS )  
 ) ss:  
COUNTY OF COOK )

I, Barbara Stuart, a notary public, do hereby certify that on  
this 20th day of August, 19 82, personally appeared before  
me John R. Bowen, who being by me first duly sworn, declared that he  
is the Vice President of MNT HOLDINGS CORP.

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

Barbara Stuart  
Notary Public Barbara Stuart

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

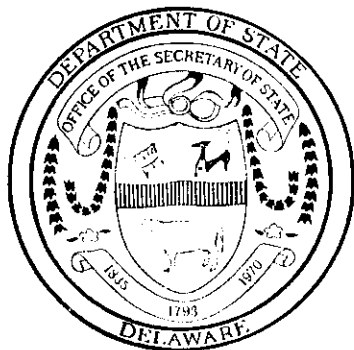


# State of DELAWARE



## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Incorporation  
filed in this office on July 15, 1982.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

BY: *B. Akers*

DATE: August 20, 1982

CERTIFICATE OF INCORPORATION

OF

MNT HOLDINGS CORP.

1. The name of the corporation is:

MNT HOLDINGS CORP.

2. The address of its registered office in the State of Delaware is 100 West Tenth Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of common stock which the corporation shall have authority to issue is One Thousand (1,000) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

5. The board of directors is authorized to make, alter or repeal the by-laws of the corporation. Election of directors need not be by ballot.

6. The name and mailing address of the incorporator is:

L. M. Custis  
100 West Tenth Street  
Wilmington, Delaware 19801

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 15th day of July, 1982.

  
\_\_\_\_\_  
L. M. Custis