

State of Idaho

Department of State

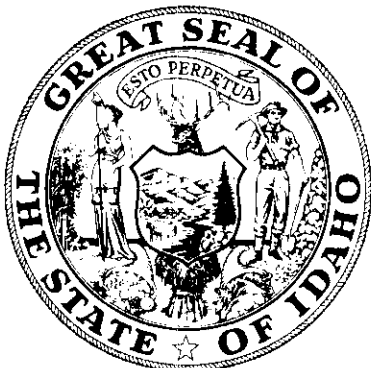
CERTIFICATE OF AUTHORITY OF

MESIROW & COMPANY, INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MESIROW & COMPANY, INCORPORATED 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 MESIROW & COMPANY, INCORPORATED to transact business in this State under the name MESIROW & COMPANY, INCORPORATED and attach hereto a duplicate original of the Application for such Certificate.

Dated **November 29, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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:

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1. The name of the corporation is MESIROW & COMPANY, INCORPORATED

2. The name which it shall use in Idaho is MESIROW & COMPANY, INCORPORATED

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of DELAWARE

4. The date of its incorporation is 10/12/82 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 C/T Corp., 100 W. Tenth Street., Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5. Mesirow & Company, Incorporated, 135 S. LaSalle Street, Chicago, IL

7. The street address of its proposed registered office in Idaho is 60603 C/T System 300 N, 6th Street Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C/T Corporation

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To conduct itself as a broker dealer

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

Name	Office	Address
Please see attached		

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by class, 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
1000	Common	\$1.00
1000	Common Class B	\$1.00

11. The aggregate number of its issued shares, itemized by class, 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
1000	Common	\$1.00
-0-	Common Class B	\$1.00

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

13. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: November 21, 1984

Mesirov Company, Incorporated

(Corporation Name)

By

[Signature]
Its President/ ~~Vice President~~ (please specify)

and

[Signature]
~~Its Secretary~~ Assistant Secretary (please specify)

STATE OF Illinois)

COUNTY OF Cook) ss:

I, REBECCA D. HARRIS

, a notary public, do hereby certify that on this 21st day of November, 19 84, personally appeared before me Sheldon M. Pekin, who being by me first duly sworn, declared that he is the President of Mesirov & Company, Incorporated

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

Rebecca D. Harris
Notary Public

My Commission Expires October 18, 1987

Mesirow & Company, Incorporated
List of Officers & Directors*

President/Managing Director	Sheldon M. Pekin	135 S. LaSalle St., Chicago, IL
Secretary/Vice President/Managing Director	Richard S. Mesirow	135 S. LaSalle St., Chicago, IL
Chairman/Managing Director	Norman M. Mesirow	135 S. LaSalle St., Chicago, IL
Treasurer/Chief Financial Officer/Managing Director	Joseph R. Hruban	135 S. LaSalle St., Chicago, IL
Managing Director/Vice President	Lester A. Morris	135 S. LaSalle St., Chicago, IL
Managing Director/Vice President	Myron Berkson	135 S. LaSalle St., Chicago, IL
Managing Director/Vice President	Andrew J. Bugyis	135 S. LaSalle St., Chicago, IL
Managing Director/Vice President	David J. Ferraro	, 86 Trinity Place New York, NY
Managing Director/Vice President	Robert L. Moody	135 S. LaSalle St., Chicago, IL
Managing Director/Vice President	John G. Pflugfelder	86 Trinity Place New York, NY
Managing Director/Vice President	Joel Roth	11 Wall Street New York, NY
Managing Director/Vice President	Eugene C. Travis	135 S. LaSalle St., Chicago, IL
Managing Director/Vice President	Stephen G. Gaber	135 S. LaSalle St., Chicago, IL
Assistant Secretary	Ruth Jurkschat	135 S. LaSalle St., Chicago, IL
Assistant Treasurer	Kevin Barrett	135 S. LaSalle St., Chicago, IL
Managing Director/Vice President	Ronald S. Samuel	135 S. LaSalle St., Chicago, IL

* does not include list of honorific officers



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SECRETARY OF STATE

Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY MESIROW & COMPANY, INCORPORATED IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10320316

DATE: 09/05/1984

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