

102423

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

BROKERAGE SYSTEMS, INC.

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

Dated: June 11, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sally J. Clark*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

RECEIVED
SEC. OF STATE

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 Brokerage Systems, Inc., formerly known as
Rolfe & Nolan of Illinois, Inc.

2. The name which it shall use in Idaho is Brokerage Systems, Inc.

(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 Illinois

4. The date of its incorporation is January 29, 1992 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
120 Riverside Plaza, Suite 1430, Chicago, Illinois 60606

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

7. The street address of its proposed registered office in Idaho is 121 Second Ave E
Twin Falls, Id 83301, and the name of its proposed
registered agent in Idaho at that address is ~~XXXXX~~ William S. Hart

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
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
Idaho Business Corporation Act.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDaho SECRETARY OF STATE
19930611 0900 81642 2
CK #: 40067 CUST# 1
CORPORATIO 1@ 70.00= 70.00

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

Name	Office	Address
Brian Cooke	President, CEO and Treasurer/Director	120 South Riverside Plaza, Suite 1430 Chicago, Illinois 60606
Michael W. Warburg	Vice Pres./Director	Lowndes House, 19 City Road, London EC1Y1AA
John S. Munro	Secretary/Director	120 South Riverside Plaza, Suite 1430 Chicago, Illinois 60606
Peter D. Day	Director	Lowndes House, 19 City Road, London EC1Y1AA
William S. Hart	Director	120 South Riverside Plaza, Suite 1430 Chicago, Illinois 60606
John M. Euler	Director	120 South Riverside Plaza, Suite 1430 Chicago, Illinois 60606

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

11. 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: _____

 Brokerage Systems, Inc.
(Corporation name)

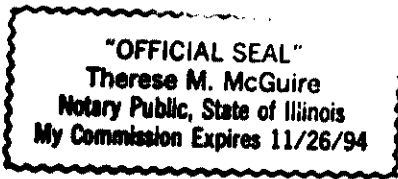
By Brian Cooke
Its President/Vice-President (please specify)

and John S. Munro
Its Secretary/Assistant Secretary (please specify)

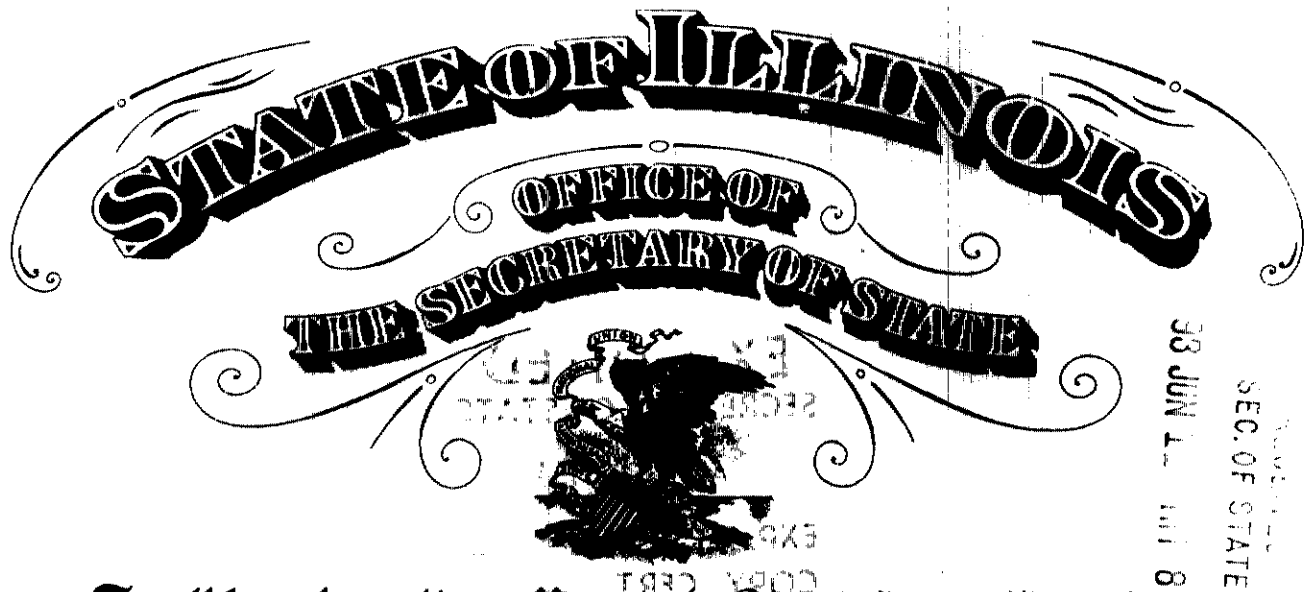
STATE OF Illinois)
) ss:
 COUNTY OF Cook)

I, Therese M. McGuire, a notary public, do hereby certify that on this 19th day of May, 19 93, personally appeared before me Brian Cooke, who being by me first duly sworn, declared that (s)he is the President of Brokerage Systems, Inc.

that (s)he signed the foregoing documents as President of the corporation and that the statements therein contained are true.



Therese M. McGuire
 Notary Public



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that **BROKERAGE SYSTEMS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JANUARY 29, 1992, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*******



In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois this* _____ **28TH**
day of _____ **APRIL** _____ *A.D., 19* **93**.

George H Ryan

 SECRETARY OF STATE