

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
CHLN, INC.**

File Number C 144444

I PETE T. CENARRUSA, 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: 24 June 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Angela H. H. H. H.*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

02 JUN 24 AM 10:45

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: CHLN, Inc.
2. The name which it shall use in Idaho is: _____
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: 05/21/2002
5. The address of its principal office is: 640 N. LaSalle, Suite 295, Chicago, IL 60610
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: c/o CT Corporation System, 300 North 6th Street,
Boise, Idaho 83702, and its registered agent in Idaho at that address is: CT Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See Attachment</u>		

Dated: 6.19.02

Signature: Kenneth R. Posner

Typed Name: Kenneth R. Posner

Capacity: President

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

g:\corpinfo\corp
formslapptforauthority_profit.pms
Revised 01/2001

IDAHO SECRETARY OF STATE
06/24/2002 05:00
CK: 118078343 CT: 69806 BH: 473446
1 @ 100.00 = 100.00 AUTH PRO # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4

CURRENT LIST OF OFFICERS AND DIRECTORS

OF
CHLN, INC.
a Delaware corporation

02 JUN 24 AM 10:45

SECRETARY OF STATE
STATE OF IDAHO

Chief Financial Officer: Kenneth R. Posner
Business Address: 600 North LaSalle Street, Suite 295
Chicago, IL 60610
Residence Address: 1211 Hinman Avenue
Evanston, IL 60202

Chief Executive Officer: Thomas J. Walters
Business Address: 600 North LaSalle Street, Suite 295
Chicago, IL 60610
Residence Address: 860 Beverly Place
Lake Forest, IL 60045

President: Kenneth R. Posner
Business Address: 600 North LaSalle Street, Suite 295
Chicago, IL 60610
Residence Address: 1211 Hinman Avenue
Evanston, IL 60202

Secretary: Kenneth R. Posner
Business Address: 600 North LaSalle Street, Suite 295
Chicago, IL 60610
Residence Address: 1211 Hinman Avenue
Evanston, IL 60202

Assistant Secretary: Michele R. Schoenbrod
Business Address: 600 North LaSalle Street, Suite 295
Chicago, IL 60610
Residence Address: 137 Hiawatha Trail
Highland Park, IL 60035

Sole Director: Thomas J. Walters
Business Address: 600 North LaSalle Street, Suite 295
Chicago, IL 60610
Residence Address: 860 Beverly Place
Lake Forest, IL 60045

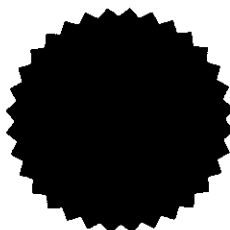
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHLN, INC." 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 NINETEENTH DAY OF JUNE, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3527679 8300

AUTHENTICATION: 1840741

020396073

DATE: 06-19-02