

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
IVANTAGE SELECT AGENCY, INC.**

File Number C 141430

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: November 20, 2001



Pete T. Cenarrusa
SECRETARY OF STATE

By *Kevin Hunter*

202



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

Nov 20 3 47 PM '01

To the Secretary of State of Idaho:

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

- The name of the corporation is Ivantage Select Agency, Inc.
- The name which it shall use in Idaho is Ivantage Select Agency, Inc.
- It is incorporated under the laws of Illinois
- Its date of incorporation is August 7, 2001
- The address of its principal office is 2775 Sanders Road, Northbrook, IL 60062
- The address to which correspondence should be addressed, if different from item 5, is _____
- The street address of its registered office in Idaho is c/o C T Corporation System, 300 North 6th Street,
Boise, Idaho 83702, and its registered agent in Idaho at that address is C T Corporation System
- The names and respective business addresses of its directors and officers are:

| Name | Office | Address |
|-------------------------------|--------|---------|
| <u>See Attached Exhibit A</u> | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

Dated: November 9, 2001Ivantage Select Agency, Inc.

(Corporation name)

By Susan L LeesIts Secretary

(specify capacity of signer)

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

Revised 7/97
g:\corpforms\ACA.m6

ID020 - 02/12/01 C T System Online

IDAHO SECRETARY OF STATE
 11/21/2001 05:00
 CK: 85991 CT: 20168 BH: 430740
 1 @ 100.00 = 100.00 AUTH PRO # 2
 1 @ 20.00 = 20.00 EXPEDITE C # 3

C141430

EXHIBIT A

IVANTAGE SELECT AGENCY, INC.

Board of Directors

John L. Carl
2775 Sanders Road
Northbrook, IL 60062

Ernest A. Lausier
120 S. Riverside Plaza
Chicago, IL 60606

Gregory A. Meyer
120 S. Riverside Plaza
Chicago, IL 60606

Michael J. Reid
120 S. Riverside Plaza
Chicago, IL 60606

Officers

Ernest A. Lausier
120 S. Riverside Plaza
Chicago, IL 60606

Chairman of the Board and President

Michael Hrad
120 S. Riverside Plaza
Chicago, IL 60606

Vice President

Wayne Moultrie
401 Penn Street
Reading, PA 19601

Vice President

Susan L. Lees
2775 Sanders Road
Northbrook, IL 60062

Secretary

Samuel H. Pilch
3075 Sanders Rd.
Northbrook, IL 60062

Controller

James P. Zils
3075 Sanders Rd.
Northbrook, IL 60062

Treasurer

File Number 6175-009-6

To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

IVANTAGE SELECT AGENCY, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE AUGUST 7, 2001, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE 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 19TH **day of** NOVEMBER **A.D.** 2001.

Jesse White

SECRETARY OF STATE

C-260.1

Received 11-21-2001 10:39

From-312 345 4344

To-EBERLE BERLIN

Page 002

TOTAL P.02