

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "U.S. EXCHANGE HOLDINGS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FOURTH DAY OF APRIL, A.D. 2003, AT 6:26 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



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030528278

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2580578

DATE: 08-13-03

CERTIFICATE OF INCORPORATION
OF
U.S. EXCHANGE HOLDINGS, INC.

I, THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, as amended from time to time, (the "DGCL"), do hereby certify as follows:

FIRST: The name of the corporation is U.S. Exchange Holdings, Inc. (hereinafter referred to as the "Corporation").

SECOND: The registered office of the Corporation is to be located at 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the DGCL.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is 100,000 shares of common stock and the par value of each such share is \$0.01.

FIFTH: The name and address of the incorporator (the "Sole Incorporator") is as follows: Thomas Lenz, U.S. Exchange, L.L.C., 311 South Wacker Drive, Suite 3750, Chicago, Illinois 60606.

SIXTH: The powers of the Sole Incorporator shall terminate upon the filing of this Certificate of Incorporation and the following persons shall serve as directors until their successors are elected and qualify:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Thomas Lenz	U.S. Exchange, L.L.C. 311 South Wacker Drive Suite 3750 Chicago, Illinois 60606
Michael Widmer	U.S. Exchange, L.L.C. 311 South Wacker Drive Suite 3750 Chicago, Illinois 60606

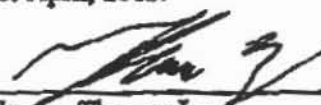
SEVENTH: The following provision is inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

- (a) In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to exercise all corporate powers and do all acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the statutes of the State of Delaware and of this Certificate of Incorporation and the bylaws of the Corporation (the "Bylaws") in effect at the time of such action; *provided, however, that no bylaws adopted shall invalidate any prior act of the directors which would have been valid if such bylaw had not been made.*

EIGHTH: The Corporation shall, in accordance with the Bylaws and to the fullest extent permitted by Section 145 of the DGCL, as each may be amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

NINTH: To the fullest extent that the DGCL, as it may be amended from time to time, permits the limitation or elimination of liability of directors, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except when such liability is imposed (i) directly or indirectly as a result of a violation of the federal securities laws, (ii) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (iii) for any acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law, (iv) pursuant to Section 174 of the DGCL or (v) as a result of any transaction from which the director derived an improper personal benefit. No amendment or repeal of this Article NINTH shall apply or have any effect on the liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

I, THE UNDERSIGNED, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the DGCL, 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 24th day of April, 2003.



Name: Thomas Lenz
Title: Sole Incorporator



Form **BCA-13.15**
(Rev. Jan. 1999)

**APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**

Doc#: 0329031217
Eugene "Gene" Moore Fee: \$34.50
Cook County Recorder of Deeds
Date: 10/17/2003 03:21 PM Pg: 1 of 6

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

SEP 24 2003

**JESSE WHITE
SECRETARY OF STATE**

Date 09-24-2003
License Fee \$ _____
Franchise Tax \$ 25.00
Filing Fee \$ 75.00
Penalties \$ _____
Approved: D.H. \$ 100.00

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

(a) CORPORATE NAME: U.S. Exchange Holdings, Inc. _____

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware _____
 (b) Date of Incorporation: April 24, 2003 _____
 (c) Period of Duration: Perpetual _____

3. (a) Address of the principal office, wherever located: 311 South Wacker _____
 Suite 3750 _____
 Chicago Illinois, 60606 _____
- (b) Address of principal office in Illinois: see 3 (a) _____
 (If none, so state)

4. Name and address of the registered agent and registered office in Illinois.
- | | | | |
|-------------------|--|-------------|-----------|
| Registered Agent | CT Corporation _____ | _____ | _____ |
| | First Name | Middle Name | Last Name |
| Registered Office | 208 South LaSalle Street _____ | _____ | _____ |
| | Number | Street | Suite # |
| | Chicago, Illinois 60604, Cook County _____ | _____ | _____ |
| | City | ZIP Code | County |

5. States and countries in which it is admitted or qualified to transact business: Delaware

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	Thomas Lenz, 311 South Wacker Drive, Suite 3750,	Chicago,	Illinois	60606
Secretary	Michael Widmer, 311 South Wacker Drive, Suite 3750,	Chicago,	Illinois	60606
Director				
Director				
Director				

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
 (If not sufficient space to cover this point, add one or more sheets of this size.)

Engagement in any lawful act or activity for which a corporation may be organized under Delaware's General Corporation Law and permitted under the Illinois Business Corporation Act of 1983, as amended.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	None	0.01 \$	100,000	100,000

9. Paid-in Capital: \$ 1,000.00
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 100,000.00
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 100,000.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 15,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 15,000,000.00

11. Interrogatories: (Important – this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: #3(a)
 (b) Number of shares of all classes owned by residents of Illinois: None
 (c) Number of shares of all classes owned by non-residents of Illinois: 100,000
 (d) Is the corporation transacting business in this state at this time? No
 (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated August 13, 2003 U.S. Exchange Holdings, Inc.
 (Month & Day) (Year) (Exact Name of Corporation)
 attested by [Signature] by [Signature]
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
MICHAEL WIDMER by THOMAS L. HAZ
 (Type or Print Name and Title) (Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).