

**COMMONWEALTH OF KENTUCKY  
TREY GRAYSON  
SECRETARY OF STATE**

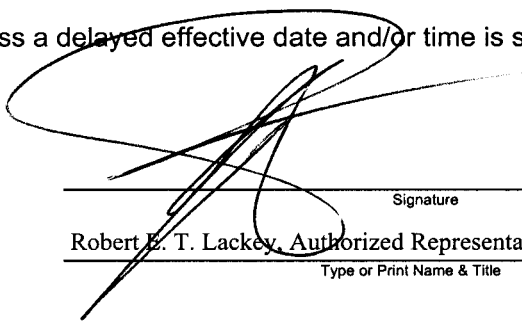
Trey Grayson  
Secretary of State  
Received and Filed  
03/01/2005 1:32:41 PM  
Fee Receipt: \$40.00



**APPLICATION FOR CERTIFICATE OF WITHDRAWAL**

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for a certificate of withdrawal on behalf of the corporation named below and for that purpose submits the following statements:

- 1. The corporation is  a business corporation (KRS 271B).  
 a nonprofit corporation (KRS 273).  
 a professional service corporation (KRS 274).
- 2. The name of the corporation is  
COMDISCO, INC.  
(Name of corporation or fictitious name adopted for use in Kentucky)
- 3. The state or country of incorporation is Delaware.
- 4. The corporation received authority to transact business in Kentucky on September 5, 1978.
- 5. The corporation is not transacting business in Kentucky.
- 6. The corporation hereby surrenders the authority to transact business in Kentucky.
- 7. The corporation hereby revokes the authority of its registered agent in Kentucky to accept service of process on its behalf and hereby appoints the Secretary of State as its agent for service of process in any proceeding based upon any cause of action arising during the time it was authorized to transact business in Kentucky.
- 8. The mailing address to which the Secretary of State may mail a copy of any process served is  
5600 N. River Road, Suite 800, Rosemont, Illinois 60018  
Address City/State Zip Code
- 9. The corporation hereby commits to notify the Secretary of State in the future of any change in the mailing address set forth in #8 (above).
- 10. This application will be effective upon filing, unless a delayed effective date and/or time is specified:  
N/A  
(Delayed effective date and/or time)

  
 \_\_\_\_\_  
 Signature  
 Robert E. T. Lackey, Authorized Representative  
 \_\_\_\_\_  
 Type or Print Name & Title

Date: February 23, 2005

**CERTIFICATE**

The undersigned, a duly elected and acting Assistant Secretary of **COMDISCO, INC.**, a Delaware corporation (the "Company"), does hereby certify that:

Attached hereto as Exhibit A is a true and correct copy of the resolutions unanimously and duly adopted by the Board of Directors of the Company by joint and unanimous consent, without a meeting, on August 12, 2004, and that said resolutions have not been altered and remain in full force and effect as of the date hereof.

**WITNESS MY HAND** and the corporate seal of **COMDISCO, INC.** this 23rd day of February, 2005,



Gina M. Andreotti  
Authorized Representative

[SEAL]

**UNANIMOUS CONSENT OF THE  
BOARD OF DIRECTORS OF  
COMDISCO, INC.**

The undersigned, being all the members of the of the Board of Directors of **COMDISCO, INC.**, a Delaware corporation (the "Corporation"), hereby takes the following action and adopts the following resolution, by unanimous written consent, in lieu of a special meeting, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, hereby consent and resolve as follows:

**RESOLVED**, that the following individuals are hereby elected as an Officer or appointed as an Authorized Representative of the Corporation to serve in such capacity until the next annual meeting or until his/her successor shall be elected and qualified.

<u>NAME</u>	<u>OFFICE</u>
Randolph I. Thornton	President and Secretary
Robert E. T. Lackey	Authorized Representative
Lloyd Cochran	Authorized Representative
David S. Reynolds	Authorized Representative
Caroline Walters	Authorized Representative
Frank J. Ziegler	Authorized Representative
Gina M. Andreotti	Authorized Representative

The undersigned acknowledges that the foregoing resolution shall have the same force and effect as if adopted at a duly noticed and held meeting of the Board of Directors of the Corporation.

Dated: August 12, 2004 at \_\_\_\_\_ PM

  
\_\_\_\_\_  
Randolph I. Thornton