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ACCOUNT NO. : 072100000032
REFERENCE : 581830 4013A
AUTHORIZATION : Patricia Pyzets
COST LIMIT : \$ 70.00

ORDER DATE : April 19, 1995

ORDER TIME : 10:28 AM

ORDER NO. : 581830

000001460120

CUSTOMER NO: 4013A

CUSTOMER: Stephen Miller, Esq
Schwartz & Freeman
Suite 1900
401 N. Michigan Avenue
Chicago, IL 60611

FOREIGN FILINGS

NAME: A & D COMMUNITES, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

RECEIVED
95 APR 19 AM 11:26
DIVISION OF CORPORATION
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 19 PM 12:55
mtm

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. A & D Communities, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. April 13, 1995 4. Perpetual
(Date of Incorporation) (Duration)

5. 36-4014443
(Federal Employer Identification number, if applicable)

6. Upon filing of this application
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 401 North Michigan Avenue, Suite 1900, Chicago, Illinois 60611
(Current mailing address)

8. acquisition, management and sale of real estate.
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Director **Chairman:** Alfred Hoffman, Jr.
Address: 401 N. Michigan Avenue, Suite 1900
Chicago, Illinois 60611

Director **Vice-Chairman:** Don E. Ackerman
Address: 401 N. Michigan Avenue, Suite 1900
Chicago, Illinois 60611

Director: _____
Address: _____

Director: _____
Address: _____

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DIVISION OF CORPORATIONS AND BUSINESSES
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9. Officers:

President: Alfred Hoffman, Jr.
Address: 401 North Michigan Avenue, Suite 1900
Chicago, Illinois 60611

Vice President: Don E. Ackerman
Address: 401 North Michigan Avenue, Suite 1900
Chicago, Illinois 60611

Secretary: Donald K. Basta
Address: 401 North Michigan Avenue, Suite 1900
Chicago, Illinois 60611

Treasurer: Don E. Ackerman
Address: 401 North Michigan Avenue, Suite 1900
Chicago, Illinois 60611

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DIVISION OF CORPORATIONS
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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Corporation Service Company
Office Address: 1201 Hays Street.
Tallahassee, Florida 32301
Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: *Aaren B. Rogar*

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. *Donald K. Basta*
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

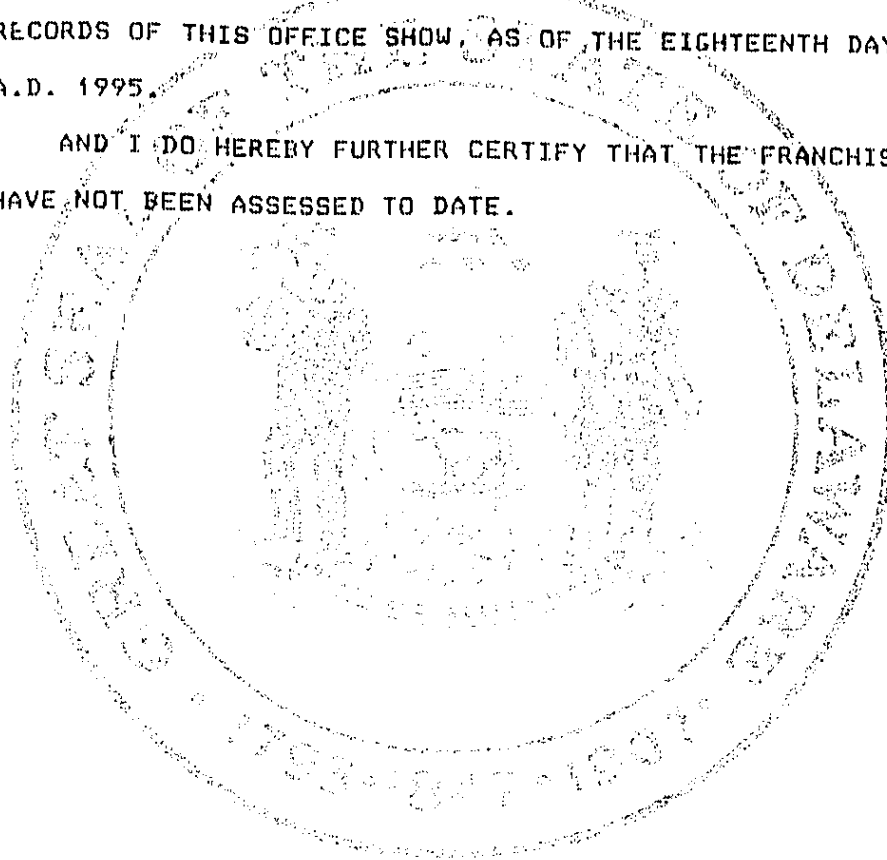
14. Donald K. Basta, Secretary
(Name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "A & D COMMUNITIES, 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 EIGHTEENTH DAY OF APRIL, A.D. 1995.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 19 PM 12:55



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

04-18-95