

1201 HAYS STREET
CHICAGO, ILL. 60602
904 471
904 439

F95000003884



ACCOUNT NO. : 072100000032
REFERENCE : 658084 86901M
AUTHORIZATION :
COST LIMIT : 9 PREPAID

ORDER DATE : August 11, 1995
ORDER TIME : 9:58 AM
ORDER NO. : 658084
CUSTOMER NO: 86901M

400001558214
-08/11/95--01010--018
*****70.00 *****70.00

CUSTOMER: Ms. Adriana Maravilla
Prentice Hall Legal &
33north Lasalle Street
Suite 1925
Chicago, IL 60602

FOREIGN FILINGS

NAME: RBG XVII CORP.

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: Debbie Skipper

LF
FILED
95 AUG 11 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. RRG XVII Corp.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "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. Illinois 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 26, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 154 West Hubbard, Suite 250
Chicago, Illinois 60610
(Current mailing address)
8. Any and all lawful business associated with acting as general partner of real estate
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) entities.
9. Name and street address of Florida registered agent:
The Prentice-Hall Corporation
Name: System, Inc.
Office Address: 1201 Hays Street, Suite 105
Tallahassee, Florida, 32301
(Zip Code)
10. 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.
The Prentice-Hall Corporation System, Inc.
By: Patricia Cosentino (Authorized Signatory)
(Registered agent's signature)
Patricia Cosentino
11. 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.

FILED
95 AUG 11 PM 6:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

~~XXXXXXXX~~ Chairman: Director: Robert S. Goldfine

Address: 154 West Hubbard, Suite 250
Chicago, Illinois 60610

~~XXXXXXXX~~ Director: Robert S. Ross

Address: 154 West Hubbard, Suite 250
Chicago, Illinois 60610

Director: Bruce H. Block

Address: 154 West Hubbard, Suite 250
Chicago, Illinois 60610

Director: _____

Address: _____

B. OFFICERS

President: Robert S. Goldfine

Address: 154 West Hubbard, Suite 250
Chicago, Illinois 60610

Vice President / Secretary: Robert S. Ross

Address: 154 West Hubbard, Suite 250
Chicago, Illinois 60610

Assistant Secretary: Barbara Mohr

Address: 154 West Hubbard, Suite 250
Chicago, Illinois 60610

Chairman of the Board/~~XXXXXXXX~~ Bruce H. Block

Executive Vice President/
Assistant Secretary Address: 154 West Hubbard, Suite 250

Chicago, Illinois 60610

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Barbara J. Mohr
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Assistant Secretary
(Typed or printed name and capacity of person signing application)

FILED
95 AUG 11 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File Number 5844-010-8

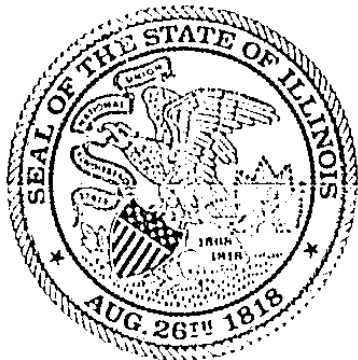


To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that RBG XVII CORP., A DOMESTIC CORPORATION,
INCORPORATED UNDER THE LAWS OF THIS STATE JULY 26, 1995, APPEARS TO
HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION
ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND
PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD
STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

FILED
95 AUG 11 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Testimony Whereof, *I* *do* *set*
my hand and cause to be affixed the Great Seal of
the State of Illinois this _____ *10TH*
day of _____ *AUGUST* _____ *A.D., 19* 95



George H Ryan
SECRETARY OF STATE