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1201 HAYS STREET
CHICAGO, ILL 60606
909-344-0086
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ACCOUNT NO. : 07E100000032
REFERENCE : 015324 4359001
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : January 22, 1996
ORDER TIME : 11:53 AM
ORDER NO. : 015324
CUSTOMER NO: 4359001

W96-1729

CUSTOMER: Michael A. Fine, Esq
Saitlin Patzik Frank &
150 South Wacker Drive
Suite 900
Chicago, IL 60606

RECEIVED
96 JAN 23 PM 2:13
DIVISION: JFC CORPORATION

FOREIGN FILINGS

NAME: RBG XXIV INC.

200001695332
-01/23/96--01074--015
*****70.00 *****70.00

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 23 AM 10:52

mtm



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 23, 1996

CSC NETWORKS

SUBJECT: RBG XXIV CORP.
Ref. Number: W96000001729

*Corrected. Please
Backdate to
1-23-96.*

Maubz

We have received your document for RBG XXIV CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

PRENTICE HALL LEGAL & FINANCIAL SERVICES is not listed as a corporation in our records.

The registered agent designated must be an active Florida corporation or a foreign corporation authorized to transact business in Florida. Please correct the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 196A00002943

RECEIVED
DIVISION OF CORPORATIONS
JAN 23 1996

FILED
SECRETARY OF STATE
96 JAN 23 AM 10:52
TALLHASSEE, FLORIDA

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

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

1. RBC XXIV 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. January 18, 1996 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 617.155, F.S.)

7. 154 West Hubbard Street, Suite 250
Chicago, Illinois 60610
(Current mailing address)

8. To act as general partner of real estate entities
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice Hall Corporation System, Inc.

Office Address: 1201 Hays Street

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.

Marcia A. Haver, Asst. Secy.
(Registered agent's signature)

Marcia A. Haver, Asst. Secy.

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.

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SECRETARY OF STATE
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TALLAHASSEE, FLORIDA

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

A: DIRECTORS

Chairman: Bruce H. Block

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

Vice Chairman: Robert S. Goldfine

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

Director: Robert S. Ross

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

Director: _____

Address: _____

B. OFFICERS

President: Robert S. Goldfine

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

Vice President: Bruce H. Block

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

Secretary: Robert S. Ross

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

Treasurer: _____

Address: _____

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

13.



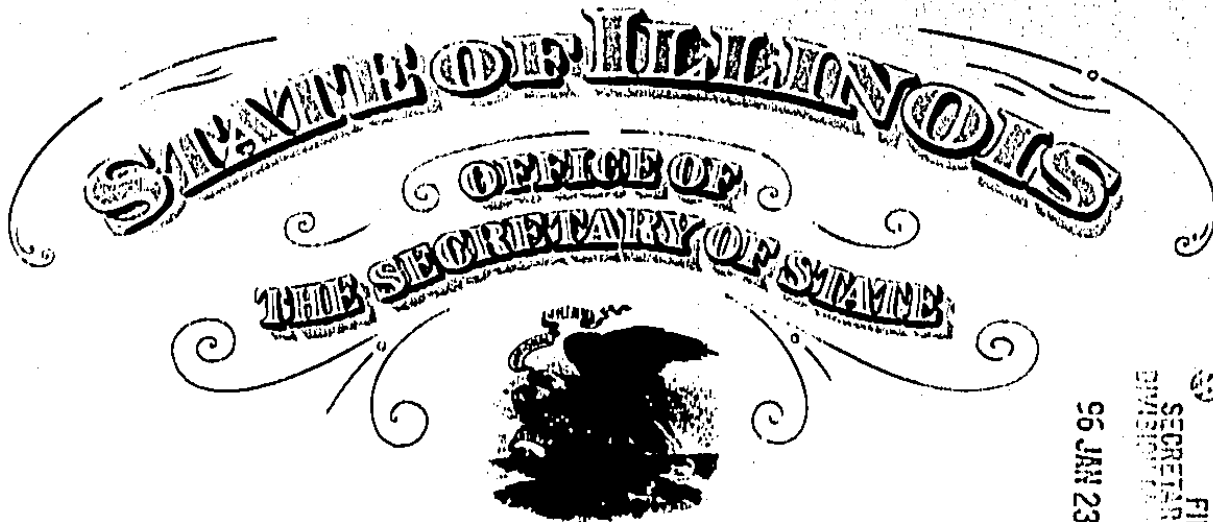
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Robert S. Ross, Secretary
(Typed or printed name and capacity of person signing application)

96 JAN 23 AM 10:53
FILED
SECRETARY OF STATE
CHICAGO, ILLINOIS

File Number 5868-332-9



To all to whom these Presents Shall Come, Greeting:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 23 10:53

*I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that*

RBG XXIV CORP., A DOMESTIC CORPORATION,
INCORPORATED UNDER THE LAWS OF THIS STATE JANUARY 18, 1996, 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***

In Testimony Whereof, *I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this* 22ND
day of JANUARY *A.D., 19* 96.



George H Ryan
SECRETARY OF STATE