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PROSECUTOR
LEGAL & TAX

ACCOUNT NO. : 072100000032

REFERENCE : 063554 4321942

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 23, 1996

ORDER TIME : 10:32 AM

ORDER NO. : 063554

CUSTOMER NO: 4321942

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06/23/96-01003-007
***131.25 ***131.25

CUSTOMER: Peggy Marinelli, Legal Asst
Cohen Berke Bernstein Brodie
19th Floor
2601 South Bayshore Drive
Miami, FL 33133

FOREIGN FILINGS

NAME: RBG XXXV CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Harry B. Davis

FILED
96 AUG 23 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 AUG 23 AM 10:53
DIVISION OF CORPORATION

2823

**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. RBC XXXV CORP.
(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. ILLINOIS
(State or country under the law of which it is incorporated)
3. JULY 18, 1996 4. PERPETUAL
(Date of Incorporation) (Duration)
5. _____
(Federal Employer Identification number, if applicable)
6. August 22, 1996
(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. Real Estate Development/Financing
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

- Chairman: BRUCE H. BLOCK
Address: 154 West Hubbard, Suite 250
Chicago, Illinois 60610
- Vice Chairman: _____
Address: _____
- Director: ROBERT S. GOLDFINE
Address: 154 West Hubbard, Suite 250
Chicago, Illinois 60610
- Director: ROBERT S. ROSS
Address: 154 West Hubbard, Suite 250
Chicago, Illinois 60610

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TALLAHASSEE, FLORIDA

B. Officers:

President: ROBERT S. GOLDFINE
Address: 154 W. HUBBARD, SUITE 210
Chicago, Illinois 60610

Vice President: SECRETARY
ROBERT S. ROSS
Address: 154 W. HUBBARD, SUITE 210
Chicago, Illinois 60610

ASST Secretary: BARBARA J. MOHR
Address: 154 W. HUBBARD, SUITE 210
Chicago, Illinois 60610

Executive Vice President: BRUCE H. BLOCK
Assistant Secretary
Address: 154 W. HUBBARD, SUITE 210
Chicago, Illinois 60610

(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: COBER CORPORATE AGENTS, INC.
Office Address: 2601 South Bayshore Drive, 19th Floor
Miami, Florida 33133
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.

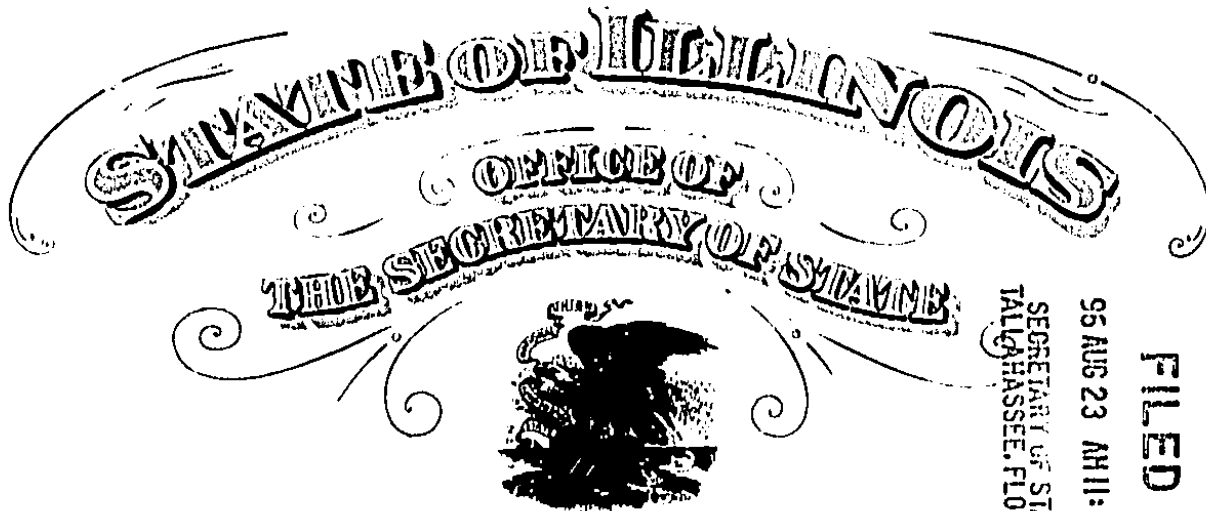
Registered agent's signature: By 
COBER CORPORATE AGENTS, INC.
MICHAEL A. BERKE, VICE PRESIDENT

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. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)
BRUCE H. BLOCK, EXECUTIVE VICE PRESIDENT

14. _____
(Name and capacity of person signing application)

File Number 5896-296-1



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 XXXV CORP., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JULY 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* 7TH day of AUGUST *A.D.* 19 96

George H Ryan

SECRETARY OF STATE