

F98000004052



ACCOUNT NO. : 072100000032  
REFERENCE : 893339 4802844  
AUTHORIZATION  
COST LIMIT : \$ 98.75

*Patricia Pignatelli*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 16 AM 11:13

*mtu*  
*7/16*

ORDER DATE : July 15, 1998  
ORDER TIME : 9:10 AM  
ORDER NO. : 893339-005  
CUSTOMER NO: 4802844  
CUSTOMER: Suzanne Knoll, Legal Assistant  
Neal Gerber & Eisenberg  
Two North Lasalle Street  
Suite 2300  
Chicago, IL 60602

000002590460--8

FOREIGN FILINGS

NAME: ALTAMONTE SPRINGS MALL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Cassandra Bryant

FILED  
98 JUL 16 AM 9:55  
DIVISION OF CORPORATIONS

**TRANSMITTAL LETTER**

**TO: Qualification/Tax Lien Section  
Division of Corporations**

**SUBJECT: Altamonte Springs Mall, Inc.  
(Name of corporation - must include suffix)**

**Dear Sir or Madam:**

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Suzanne Knoll, Legal Assistant  
(Name of Person)

c/o Neal, Gerber & Eisenberg  
(Firm/Company)

2 North LaSalle Street, Suite 2200  
(Address)

Chicago, IL 60602  
(City/State/Zip)

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 93 JUL 16 AM 11:13

**Should you need to call someone concerning this matter, please call:**

Suzanne Knoll at ( 312 ) 269-5691  
(Name of Person) (Area Code & Daytime Telephone Number)

**COURIER ADDRESS:**

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**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. Altamonte Springs Mall, Inc.  
(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. Delaware 3. Application Pending  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 10, 1998 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. 110 North Wacker  
Chicago, IL 60606  
(Current mailing address)

8. General partner of limited partnerships  
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

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.*

Corporation Service Company  
By: Margaret A. Pike Authorized Rep.  
(Registered agent's signature)

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  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 16 AM 11:13

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: N/A

Address: \_\_\_\_\_

~~DIRECTOR~~  
~~Vice Chairman:~~ Robert A. Michaels

Address: 110 North Wacker

Chicago, IL 60606

Director: Bernard Freibaum

Address: 110 North Wacker

Chicago, IL 60606

Director: John Bucksbaum

Address: 110 North Wacker

Chicago, IL 60606

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_


Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

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. Marshall E. Eisenberg, Secretary  
(Typed or printed name and capacity of person signing application)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 16 AM 11:13

EXHIBIT A  
TO  
APPLICATION BY FOREIGN CORPORATION  
FOR  
AUTHORIZATION TO TRANSACT BUSINESS  
IN  
FLORIDA  
FOR  
ALTAMONTE SPRINGS MALL, INC.

B. OFFICERS

President: Robert A. Michaels  
Address: 110 North Wacker  
Chicago, IL 60606

Vice-President: John Bucksbaum  
Address: 110 North Wacker  
Chicago, IL 60606

Vice-President: Bernard Freibaum  
Address: 110 North Wacker  
Chicago, IL 60606

Vice-President: Jon E. Batesole  
Address: 110 North Wacker  
Chicago, IL 60606

Vice-President Stanley Richards  
Address: 110 North Wacker  
Chicago, IL 60606

Vice-President and  
Assistant Secretary: Joel Bayer  
Address: 110 North Wacker  
Chicago, IL 60606

Vice-President and  
Assistant Secretary: Ronald Gern  
Address: 110 North Wacker  
Chicago, IL 60606

Secretary: Marshall E. Eisenberg  
Address: 2 North LaSalle Street  
Chicago, IL 60602

98 JUL 16 AM 11:13

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

---

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALTAMONTE SPRINGS MALL, 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 TENTH DAY OF JULY, A.D. 1998.

FILED  
SECRETARY OF STATE  
DIVISION OF PUBLIC AFFAIRS  
98 JUL 16 AM 11:14



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

9188842

DATE:

07-10-98

2919147 8300

981267877