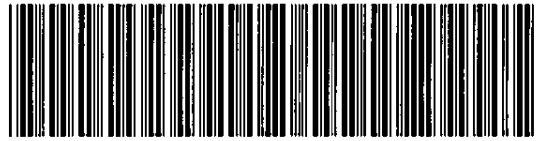


M07 60000 2473



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11/09/07--01003--003 **25.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

[Handwritten signature]

Office Use Only

FILED

07 NOV - 8 PM 3:26 RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

November 8, 2007

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7072606 SO
Customer Reference 1: none given
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

MP Ives, LLC (DE)
Misc - Foreign LLC Filing - Application by Foreign LLC to file Amendment to
Application for Authorization to Transact Business
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

FILED
07 NOV - 8 PM 12: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 9, 2007

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: MP IVES, LLC
Ref. Number: M07000002473

We have received your document for MP IVES, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have **RETAINED** your \$25.00 payment.

A foreign limited liability company amendment must be accompanied by some sort of certification -- either a certified copy of an amendment filed in the homestate, or a certificate of good standing.

You could change the R.A., the principal office address, and the mailing address on an R.A. chang form, which would not require any certification.

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 (850) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 307A00065228

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 NOV - 8 PM 12: 53

FILED

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: MP IVES, LLC
2. Jurisdiction of its organization: DELAWARE
3. Date authorized to do business in Florida: 4/30/07

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? _____
5. New name of the limited liability company: _____
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration: _____
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: SEE ATTACHED

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Signature of a member or the authorized representative of a member

SEE ATTACHED

Typed or printed name of signee

Filing Fee: \$25.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 NOV - 8 PM 12: 53

FILED

MP IVES, LLC
M07000002473
SUPPLEMENTAL PAGE TO FL007

7. The street add of the principal office is hereby changed to 875 N. Michigan Avenue, 41st Floor, Chicago, IL 60611-1901, Attn: Legal Department.
8. The limited liability company is a manager-managed company.
9. The name and usual business address of the managing-manager is 875 N. Michigan Avenue, 41st Floor, Chicago, IL 60611-1901, Attn: Legal Department.

The name and the Florida street address of the registered agent and office are:
C T Corporation System, 1200 South Pine Island Road, Plantation, Fl 33324.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in chapter 608, Florida Statutes.

CT Corporation

By: Conice Brey
[Signature]

COLENE BRYAN
SPECIAL ASSISTANT SECRETARY

SECRETARY OF STATE
PALM BEACH, FLORIDA

07 NOV - 8 PM 12:53

FILED

MP IVES, LLC, a Delaware limited liability company

By: MP IVES NORTH JV, LLC, it sole Member

By: RREEF America L.L.C., its Manager

By: Susan E. McClintock
Susan E. McClintock
Vice President & Secretary

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MP IVES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF NOVEMBER, A.D. 2007.

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

4334536 8300

071210572



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6149798

DATE: 11-09-07