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Please fix 2nd LP after GP Thanks! Jennifer

FOREIGN LIMITED PARTNERSHIP

Stonegate Complex, L.P.

** 9/12/05 - please refine and backdate to 9/9/05 Thanks! Jennifer*

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CT CORP

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 12, 2005

CT CORPORATION SYSTEM

SUBJECT: STONEGATE COMPLEX, L.P.
REF: W05000042213

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Stonagate Complex, L.P.
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware 4. July 29, 2005
(State of Formation) (Date of Formation)

5. CT Corporation System
(Name of Registered Agent for Service of Process)

6. c/o CT Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:
CT Corporation System
By: James M. Halpin
(Agent/Agent sign on this line) Assistant Secretary

8. 1209 Orange Street, Wilmington, DE 19801
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>Stonagate Complex GP, L.L.C., 737 North Michigan Avenue, Suite 1950, Chicago, IL 60611</u>	

10. 737 North Michigan Avenue, Suite 1950, Chicago, IL 60611
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

05 SEP -9 AM 8:05
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 737 North Michigan Avenue, Suite 1950, Chicago, IL 60611

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 7th day of September, 2005

Kristen Rice

General Partner Stonegate Complex GP, L.L.C. by: Kristen Rice

STATE OF ILLINOIS

COUNTY OF COOK

On this 7th day of September, 2005

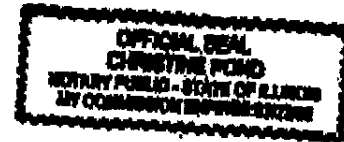
Kristen Rice, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of

Christine Pond
(Notary Public Signature)

Christine Pond
(Notary's Printed Name)



Seal

My Commission Expires: 3/23/09

05 SEP -9 AM 8:05
FALLAIH STATE FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Kristen E. Rice Assistant Secretary of Stonegate Complex OP, L
a general partner of Stonegate Complex, L.P., a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- 1 The amount of capital contributions of the limited partners is \$.10.
- 2 The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$.10

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct

Signed this 7th day of September, 2005

Kristen E. Rice
General Partner
Stonegate Complex OP, L.L.C. by: Kristen E. Rice

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STATE OF ILLINOIS
TALLAHASSEE, FLORIDA

STATE OF ILLINOIS

COUNTY OF COOK

On this 7th day of September, 2005

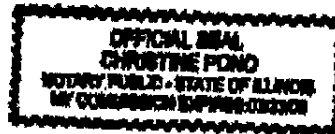
Kristen E. Rice personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

Christine Pond
(Notary Public Signature)

Christine Pond
(Notary's Printed Name)

Seal My Commission Expires 3/23/09



Delaware

PAGE 1

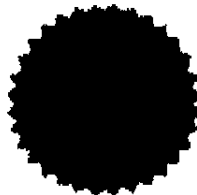
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STONEGATE COMPLEX, L.P." 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 EIGHTH DAY OF SEPTEMBER, A.D. 2005.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "STONEGATE COMPLEX, L.P." WAS FORMED ON THE TWENTY-NINTH DAY OF JULY, A.D. 2005.

05 SEP -9 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

4008016 8300

050737535

AUTHENTICATION: 4142914

DATE: 09-08-05