Document Number Only

B95000000242

RECEIVED
95 JUL -5 PM 2:05
DIVISION OF CORPORATIONS

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092

100001535121
-07/11/95--01106--011
***1785.00 ***1785.00

CORPORATION(S) NAME

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL -6 PM 1:30

The Falls Partners Limited P., Ltd.

100001535121
-07/11/95--01106--010
*****70.00 *****70.00

( ) Profit
( ) NonProfit
( ) Limited Liability Company
(X) Foreign
(X) Limited Partnership
( ) Reinstatement
( ) Certified Copy
( ) Call When Ready
(X) Walk In
( ) Mail Out

( ) Amendment
( ) Dissolution/Withdrawal
( ) Annual Report
( ) Reservation
( ) Photo Copies

( ) Merger
( ) Mark
( ) Other
( ) Change of R.A.
( ) Fictitious Name
(X) CUS/ G/S (2)
( ) After 4:30
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Name Availability	BK 7/6/95
Document Examiner	7/6/95
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Acknowledgment	
W.P. Verifier	

3:00 BK 7/6/95

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TAX	17.50
FILING	175.00
AGENT FEE	35.00
COPY	52.50
TOTAL	$ 185.00
BANK	
BALANCE DUE	
REFUND	

file 2 NS

CR2E031 (1-89)

Florida Department of State, Jim Smith, Secretary of State

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

1. The Falls Partners Limited L.P., I Ltd.
(Name of limited partnership as it is in the home state;

2 -NA-
.(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 (State of Formation) 4. July 5, 1995 (Date of Formation)

5. C T CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)

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

Plantation (City), Florida 33324 (Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL -6 PM 1:30

7.Acceptance by the Registered Agent for Service of Process.

C T CORPORATION SYSTEM

(Officer must sign on this line)

Beth A. Pope, Asst. Secy.
(Type Name and Title of Officer)

8. c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange St., Wilmington, DE 19801
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS — SPECIFIC ADDRESS

Please see attached

c/o Heitman/JMB Advisory Corporation
10. 180 North LaSalle Street, Chicago, Illinois 60601
(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 cancelled or withdrawn.

c/o Heitman/JMB Advisory Corporation
12. 180 North LaSalle Street, Chicago, Illinois 60601
(Mailing Address of Limited Partnership)

FLA. LP 2819 – 2/1/92)

This 5th day of July, 19 95.

The Falls Mall L.L.C., L.C.
General Partner

By: HRC-LLC, Inc., a Wyoming corporation, Its Manager

By: _____

Its: Vice President

STATE OF IL

COUNTY OF COOK

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL -6 PM 1:30

THE FOREGOING instrument was acknowledged and sworn to before me this 5TH day of JULY, 19 95, by Stuart C. Katz, Vice President of (Name of General Partner) of HRC-LLC, Inc., Manager of The Falls Mall L.L.C., L.C.

The Falls Partners Limited L.P., Ltd.
(Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

_____
Notary Public
State of ILLINOIS at Large

(SEAL) My Commission Expires:
7/29/98

"OFFICIAL SEAL"
Laura L. Lightholder
Notary Public, State of Illinois
My Commission Expires 7/29/98

(FLA - LP 2819)

GENERAL PARTNERS
OF
THE FALLS PARTNERS LIMITED L.P.

Sub-Post, Inc.
The REEF Funds
875 North Michigan Avenue
Suite 4114
Chicago, Illinois 60611
Attention: Gerald E. Egan

F95000002921

Sub-Britel, Inc.
The REEF Funds
875 North Michigan Avenue
Suite 4114
Chicago, Illinois 60611
Attention: Gerald E. Egan

F95000002921

The Falls Mall L.L.C.
c/o Heitman/JMB Advisory Corporation
180 North LaSalle Street
Suite 3600
Chicago, Illinois 60601

M95000001208

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL -6 PM 1:30

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Stuart C. Katz, Vice President of HRC-LLC, Inc., Manager of The Falls Mall L.L.C., L.C., a general partner of The Falls Partners Limited L.P., Ltd., a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is $ 48,015,000.00.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is $ 48,015,000.00.

This 5th day of July, 19 95

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL -7 PM 1:30

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

General Partner

The Falls Mall L.L.C., L.C.
By: HRC-LLC, Inc., Its Manager
By: _____
Its: Vice President

STATE OF Illinois
COUNTY OF Cook
DATE 7/5/95

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Stuart C. Katz, Vice President of HRC-LLC, Inc., Manager of The Falls Mall L.L.C., L.C. (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknwledged to me and before me that he executed this Affidavit as General Partner of said partnership. Vice President of the Manager of

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5TH day of July, 19 95.

_____
Notary Public

Seal "OFFICIAL SEAL"
Laura L. Lightholder
Notary Public, State of Illinois
My Commission Expires 7/29/98

State of Illinois at Large
My Commission Expires:
7/29/98

(FLA - LP 2820 -

B95 000010242

Heitman Capital Management

Susan K. Nelson
Corporate Legal Assistant

Direct Dial (312) 541-0769
Facsimile (312) 541-6738

February 5, 1997

FILED
97 FEB -6 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Division of Corporations
Attn: Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

CM

Re: The Falls Partners Limited L.P., Ltd.

Dear Sir/Madam:

Enclosed please find the fully-executed Limited Partnership Annual Report and Supplemental Affidavit of Capital Contributions as requested in your letter (copy attached) for the referenced limited partnership. Also enclosed is Check No. 1014 for $576.25 and Check No. 1016 for $1,750.00 as payment of the applicable filing fees.

Should you have any questions, please feel free to call me.

Very truly yours,

Susan K. Nelson

Susan K. Nelson
Legal Assistant

SKN:tt
Enclosures

400002088184--9
-02/14/97--01076--006
***1750.00 ***1750.00

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
97 FEB -6 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

The undersigned general partners of The Falls Partners Limited L.P., Ltd.,

a(an) Delaware

Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.176, Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated for the purpose of transacting business in Florida is: $ 101,517,822.00.

This 3rd day of January, 19 97.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

General Partner(s)

The Falls Mall L.L.C., General Partner

By: HRC-LLC, Inc., Manager

By:

Stuart C. Katz, Vice President

FEES:

$7 per $1,000 based on the additional contributions
(Minimum $52.50 - Maximum $1,750.00)

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND $500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT

1996

FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
DEC 28 PM 5:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

THE FALLS PARTNERS LIMITED L.P., LTD.

1a. DOCUMENT # **B95000000242**

DO NOT WRITE IN THIS SPACE

Mailing Address
C/O HEITMAN/JMB ADVISORY CORPORATION
180 NORTH LASALLE STREET
CHICAGO IL 60601

Principal Office Address
C/O THE CORPORATION TRUST COMPANY
1209 ORANGE STREET
WILMINGTON DE 19801

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a.

2. New Mailing Address, If Applicable
Suite, Apt. #, etc.
City, State & Zip

100001683861
-01/10/96--01039--040
*****576.25 *****576.25

2a. New Principal Office Address, If Applicable
Suite, Apt. #, etc.
City, State & Zip

3. Date Formed or Registered to Do Business in FLORIDA: 07/06/1995

3a. Date of Last Report: N/A

4. State or Country of Formation: DE

5a. Capital Contributions as Shown on Record: $40,015,000.00

5b. Amount of Capital Contributions in FLORIDA to date: -0-

6. FEI Number: Applied For

7. CERTIFICATE OF STATUS REQUIRED
Applied For
Not Applicable

8. FEES: 1.) Filing Fee: Computed at a rate of $7 per $1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of $52.50 and a maximum of $437.50
2.) Supplemental Fee: $138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN $191.25 ($52.50 + $138.75) AND NO MORE THAN $576.25 ($437.50 + $138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. If changed, new Registered Agent/Office
Name
Street Address (P.O. Box Number Is Not Acceptable)
Suite, Apt. #, etc.
City
FL
Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Number(s))	11b. City, State & Zip Code	11c. Registration/ Document Number
SUB-POST, INC.	875 NORTH MICHIGAN AV	CHICAGO IL 60611	P95000002822
SUB-BRITEL, INC.	873 NORTH MICHIGAN AV	CHICAGO IL 60611	P95000002821
THE FALLS MALL L.L.C.	180 NORTH LASALLE STR	CHICAGO IL 60601	M95000000208

CR2E003 (6/95)

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath; I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes; and that the information supplied is deemed exempt from public access. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access.

SIGNATURE The Falls Mall L.L.C.
By: JMRC-LLC, Inc., Manager
By: Stuart C. Katz, Vice President

Typed or Printed Name of General Partner Signing Form: Stuart C. Katz, Vice President

DATE December 26, 1995

Telephone Number (312) 855-5700

001119