

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

B9600000359



ACCOUNT NO. : 072100000032

REFERENCE : 084271 4324699

AUTHORIZATION : Patricia Pyzdek

COST LIMIT : \$ 1,785.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 16 PM 4:40

ORDER DATE : September 12, 1996

ORDER TIME : 1:23 PM

ORDER NO. : 084271

300001948523

CUSTOMER NO: 4324699

CUSTOMER: Ms. Mary T. Vanderhaeghen
Rosenberg & Liebenritt, P.c.
Suite 1515
Two North Riverside Plaza
Chicago, IL 60606

732

FOREIGN FILINGS

NAME: ZELL/MERRILL LYNCH REAL ESTATE
OPPORTUNITY PARTNERS LIMITED
PARTNERSHIP IV

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

RECEIVED
96 SEP 16 PM 3:47
DIVISION OF CORPORATIONS

9/14/97

Florida Department of State, Jim Smith, Secretary of State

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

1. Zell/Merrill Lynch Real Estate Opportunity Partners Limited Partnership IV
(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. Illinois
(State of Formation)

4. November 22, 1995
(Date of Formation)

5. The Prentice-Hall Corporation System, Inc.
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street, Suite 105
(Street Address of Registered Office)

Tallahassee

(City)

Florida

32301

(Zip Code)

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

The Prentice-Hall Corporation System, Inc.

By: Judith A. Blumenthal

(Agent must sign on this line)

8. 2 N. Riverside Plaza, Chicago, IL 60606

(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

ZML Partners Limited Partnership IV,
an Illinois limited partnership

2 N. Riverside Plaza
Chicago, IL 60606

396000000358

10. 2 N. Riverside Plaza, Chicago, IL 60606

(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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. c/o Ann M. Schneider, 2 N. Riverside Plaza, #1515, Chicago, IL 60606

(Mailing Address of Limited Partnership)

This 12th day of September, 19 96.

Ann M. Schneider
General Partner Ann M. Schneider, Secy. of Zell/Merrill IV, Inc., the GP of
ZM Investors Limited Partnership IV, the general partner of ZML Partners Limited Partnership
IV

STATE OF ILLINOIS

COUNTY OF COOK

THE FOREGOING instrument was acknowledged and sworn to before me this 12th day
of September, 19 96, by Ann M. Schneider, Secretary (Name of General Partner) of
Zell/Merrill IV, Inc., the GP of ZM Investors Limited Partnership IV, the GP of ZML Partners Limited
Partnership IV, the GP of Zell/Merrill Lynch Real Estate Opportunity Partners Limited Partnership IV

(Name of Limited Partnership), A n Illinois (State or Country) Limited
Partnership, on behalf of the Limited Partnership.

Patricia G. Cherner

Notary Public

State of Illinois at Large

(SEAL)

My Commission Expires:

"OFFICIAL SEAL"

PATRICIA G. CHERNER
Notary Public, State of Illinois
My Commission Expires 08/12/00

RECEIVED
DIVISION OF REVENUE
SEP 16 1996
K. H. K.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Ann M. Schneider, Secy. of Zell/Merrill IV,
the GP of ZM Investors Limited Partnership I
the GP of ZML Partners Limited Partnership I
X

BEFORE ME, the undersigned, personally appeared
general partner of Zell/Merrill Lynch Real Estate Opportunity Partnership, Limited Partnership IV
an Illinois limited partnership, hereinafter referred to as the "Partnership", who
certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 172,891,830.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 107,960,532.

This 12th day of September, 1996.

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

Ann M. Schneider, Secy. of Zell/Merrill IV, Inc., the GP of ZM Investors Limited Partnership IV, the GP of ZML Partners Limited Partnership IV.

STATE OF Illinois
COUNTY OF Cook
DATE 9/12/96

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 (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of September, 1996.

Patricia G. Greiner
Notary Public

Seal

State of Illinois at Large
"OFFICIAL SEAL" Commission Expires:
PATRICIA G. GREINER
Notary Public, State of Illinois
Commission Expires 08/12/98

LEXIS Document Services

1396000000359

ACCOUNT FILING COVER SHEET

ACCOUNT NUMBER: FCA000000005

REFERENCE: _____
(SUB ACCT.)

DATE: 7/29/97

700002250947--8

REQUESTER NAME: LEXIS DOCUMENT SERVICES

ADDRESS: P.O. BOX 2969
SPRINGFIELD, ILLINOIS 62708

FILED STATE
SECRETARY OF CORPORATIONS
97 JUL 29 PM 12:50

CONTACT NAME: CYNTHIA WOODYARD (904) 877-7296

CORPORATION NAME: Zell/Merrill Lynch Real
Estate Opportunity Partners
Limited Partnership

ITC

AUTHORIZATION: C. Woodyard

* File certificate of cancellation

CERTIFIED COPY (1-9)

CERTIFICATE OF STATUS (1-9)

X PLAIN STAMPED COPY

() CALL WHEN READY () CALL IF PROBLEM () AFTER 4:30
X WALK IN () WILL WAIT () PICK-UP
() MAIL OUT (IF APPLICABLE)

DIVISION OF CORPORATIONS

97 JUL 29 PM 11:41

FILED

7/29/97

300-634-9733

CERTIFICATE OF CANCELLATION OF REGISTRATION
OF A FOREIGN LIMITED PARTNERSHIP

To the Secretary of State
State of Florida

It is hereby certified that:

1. Zell/Merrill Lynch Real Estate Opportunity Partners Limited Partnership IV, foreign limited partnership formed under the laws of the State of Illinois, hereby cancels its registration in the State of Florida.

2. The undersigned is a general partner of the aforesaid foreign limited partnership.

Signed on the 11th day of July, 1997.

ZML PARTNERS LIMITED PARTNERSHIP IV, an
Illinois limited partnership

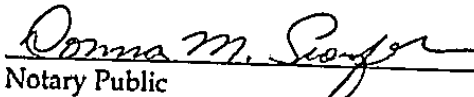
By: ZM Investors Limited Partnership IV, an Illinois
limited partnership, its general partner

By: Zell/Merrill IV, Inc., an Illinois corporation,
its general partner

By: 
Ann M. Schneider, Secretary

STATE OF ILLINOIS
COUNTY OF COOK

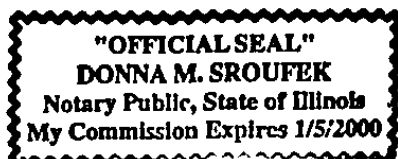
The foregoing instrument was acknowledged and sworn to before me this 11th day of July, 1997, by Ann M. Schneider, Secretary of Zell/Merrill IV, Inc., the general partner of ZM Investors Limited Partnership IV, which is the general partner of ZML Partners Limited Partnership IV, which is the general partner of Zell/Merrill Lynch Real Estate Opportunity Partners Limited Partnership IV, a limited partnership formed under the laws of the State of Illinois, on behalf of the limited partnership.


Notary Public

State of Illinois at Large

My Commission Expires: Jan. 5, 2000

(SEAL)



FILED OF STATES
DIVISION OF CORPORATIONS
91 JUL 29 PM 12:50