

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-1111
904-222-1111 FAX

800-342-8086

B96000000443



networks

PRESS RELEASE
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 162183 4304312

AUTHORIZATION : *Patricia Pysant*

COST LIMIT : ~~\$209.75~~

ORDER DATE : November 20, 1996

ORDER TIME : 9:59 AM

ORDER NO. : 162183-015

CUSTOMER NO: 4304312

000002011040--9

CUSTOMER: Ms. Diana Whelton,
Jenner & Block
One Ibm Plaza
330 Wabash
Chicago, IL 60611

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 21 PM 3:16

FOREIGN FILINGS

NAME: JRC SOUTHEAST LIMITED
PARTNERSHIP

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

301.00
8.75
309.75

BK
11/21/96

RECEIVED
96 NOV 21 AM 10:44
DIVISION OF CORPORATIONS

Florida Department of State, Jim Smith, Secretary of State

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

1. JRC Southeast Limited Partnership

(Name of limited partnership as it is in the home state;

2. JRC Southeast Investors Limited Partnership

(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 15, 1996

(Date of Formation)

5. Corporation Service Company

(Name of Registered Agent for Service of Process)

6. 1201 Hays Street

(Street Address of Registered Office)

Tallahassee

(City)

Florida 32301

(Zip Code)

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

[Signature]

(Agent must sign on this line)

8. JB Corporate Services, Inc., One IBM Plaza, Suite 3700, Chicago, IL 60611

(Address of registered office required in state of formation or, if not required, address of principal office)

9. NAMES OF GENERAL PARTNERS

SPECIFIC ADDRESS

JRC Southeast, Inc., an Illinois corporation 919 North Michigan Avenue
Suite 1500

Chicago, Illinois 60611

10. 919 North Michigan Avenue, Suite 1500, Chicago, Illinois 60611

(Office where Names, Addresses and Contributions of Limited Partners are kept)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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. 919 North Michigan Avenue, Suite 1500, Chicago, Illinois 60611
(Mailing Address of Limited Partnership)

This 19th day of November, 19 96.

JRC Southeast, Inc., an Illinois corporation

By: [Signature]

General Partner

E. Michael Pompizzi, Executive V.P.

FILED
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DIVISION OF CORPORATIONS
96 NOV 21 PM 3:16

STATE OF ILLINOIS

COUNTY OF COOK

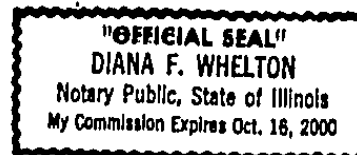
THE FOREGOING instrument was acknowledged and sworn to before me this 19th day

of November, 19 96, by E. Michael Pompizzi, the Exec. VP of
JRC Southeast, Inc., general partner of
(Name of General Partner)

JRC Southeast Limited Partnership, an Illinois
(Name of Limited Partnership)

Limited Partnership.

[Signature]
Notary Public



State of ILLINOIS at Large

(SEAL)

My Commission Expires: 10/16/00

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME the undersigned personally appeared JRC Southeast, Inc., a general partner of JRC Southeast Limited Partnership Illinois limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 380,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 30,000.00 ^(30,000).

This 19th day of November, 1996.

FURTHER AFFIANT SAYETH NOT.

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

JRC Southeast, Inc., an Illinois corporation

By: E. Michael Pompizzi

General Partner

E. Michael Pompizzi
Executive Vice President

State of Illinois

County of Cook

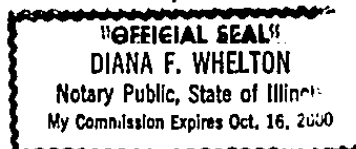
Date November 19, 1996

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 E. Michael Pompizzi the Exec. VP of JRC Southeast Limited Partnership (General Partner), known to me and known 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 19th day of November, 1996.

Diana F. Whelton
Notary Public

Seal



State of Illinois at Large

My commission expires: 10/16/00

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(State of Formation) (Date of Formation)

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[Signature]
(Agent must sign on this line)

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(Address of registered office required in state of formation or, if not required, address of principal office.)

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By:

E. Michael Pompizzi
General Partner

E. Michael Pompizzi, Executive V.P.

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STATE OF ILLINOIS

COUNTY OF COOK

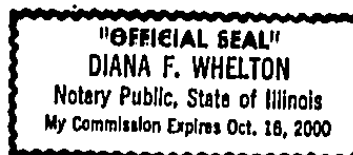
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(Name of General Partner)

JRC Southeast Limited Partnership, an Illinois
(Name of Limited Partnership)

Limited Partnership.

[Signature]
Notary Public



State of ILLINOIS at Large

(SEAL)

My Commission Expires: 10/16/00

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1. The amount of capital contributions of the limited partners is \$ 380,000.00.
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By: E. Michael Pompizzi

General Partner

E. Michael Pompizzi
Executive Vice President

State of Illinois

County of Cook

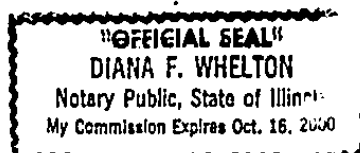
Date November 19, 1996

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 E. Michael Pompizzi the Exec. VP of JRC Southeast Limited Partnership (General Partner), known to me and known 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 19th day of November, 1996.

Diana F. Whelton
Notary Public

Seal



State of Illinois at Large

My commission expires: 10/16/00