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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 179485 4351256

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pyzdek

ORDER DATE : December 6, 1996

ORDER TIME : 11:06 AM

ORDER NO. : 179485-010

700002023597--7

CUSTOMER NO: 4351256

CUSTOMER: Vasili D. Russis, Esq
Levun Goodman & Cohen
Suite 650
500 Skokie Boulevard
Northbrook, IL 60062

FOREIGN FILINGS

NAME: CR/PL L.P.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -9 PM 2:13
RECEIVED
96 DEC -9 PM 1:22
DIVISION OF CORPORATIONS

dyk

12/9/96

Florida Department of State, Jim Smith, Secretary of State

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

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DIVISION OF CORPORATIONS
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1. CR/PL L.P.
(Name of limited partnership as it is in the home state)

2. CR/PL L.P., Ltd.
(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 4. November 25, 1996
(State of Formation) (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, Florida 32301
(City) (Zip Code)

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

James P. G. Deter, Asst. Sec.
(Agent must sign on this line)

8. Jeffery S. Taylor, 500 Skokie Blvd., #650, Northbrook, IL 60062
(Address of registered office required in state of formation or, if not required, address of principal office)

9. NAMES OF GENERAL PARTNERS SPECIFIC ADDRESS

RLB Management Co., 1235 Hartrey, Evanston, IL 60202

896000006420

10. RLB Management Co., 1235 Hartrey, Evanston, IL 60202
(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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.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. 1235 Hartrey Evanston, IL 60202
(Mailing Address of Limited Partnership)

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This 28th day of November, 19 96.

Reed L. Beidler President of RLB Management
General Partner

STATE OF

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this 3rd day
of December, 19 96, by Reed L. Beidler, President of
RLB Management Co. of
(Name of General Partner)

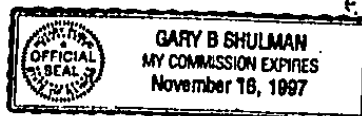
CR/PL L.P., an Illinois
(Name of Limited Partnership)

Limited Partnership.

[Signature]
Notary Public

State of _____ at Large

(SEAL) My Commission Expires: _____



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME the undersigned personally appeared Reed L. Beidler, President of RLB Management Co., a general partner of CR/PL L.P., a (an) Illinois limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

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-9 PH 2-13

1. The amount of capital contributions of the limited partners is \$ 100.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.

This 26th 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.

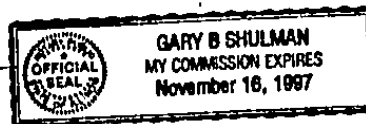
Reed L. Beidler, President of RLB Management Co.
General Partner

State of Illinois
County of Cook
Date _____

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 Reed L. Beidler, President of RLB Management Co. (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 3rd day of November, 1996.

[Signature]
Notary Public



Seal

State of _____ at Large

My commission expires: _____