B97000000575

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 580237 5039687

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 87.50

ORDER DATE : October 28, 1997

ORDER TIME : 2:56 PM

ORDER NO. : 580237-010 000002331940--3

CUSTOMER NO: 5039687

CUSTOMER: Theresa M. Shannon, Paralegal
Cmd Realty Investors, Inc.
Suite 3900
227 West Monroe Street
Chicago, IL 60606

FOREIGN FILINGS

NAME: CMD/FUND II GP INVESTMENTS, 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: Deborah Schroder

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 28 PM 4:15

RECEIVED
97 OCT 28 PM 4:14
DIVISION OF CORPORATION

BK
10/28/97

Florida Department of State, Sandra B. Mortham, Secretary of State

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 28 PM 4:16

1. CMD/Fund II GP Investments, L.P.
(Name of limited partnership as it is in the home state)

2. CMD/Fund II GP Investments, 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.") 7

3. Illinois
(State of Formation)

4. 9-25-97
(Date of Formation)

5. Paul J. Kilgallon c/o CMD Realty Investors, Inc.
(Name of Registered Agent for Service of Process)

6. 899 West Cypress Creek Road, Suite 109
(Street Address of Registered Office)

Ft. Lauderdale, , Florida 33309-2046
(City) (Zip Code)

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

By: _____
(Agent must sign on this line)

8. 227 West Monroe Street, Suite 3900 Chicago, IL 60606
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

CMD REIM II, Inc., an
Illinois Corporation
227 West Monroe Street, Chicago, IL 60606
Suite 3900

F95000004429

10. 227 West Monroe Street, 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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

CONTINUED

12. 227 West Monroe Street, Suite 3900

Chicago, IL 60606

(Mailing Address of Limited Partnership)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 28 PM 4:16

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.

This day of October 23, 19 97.

CMD REIM II, INC., General Partner

By:

Randal J. Selig, Executive Vice-President

STATE OF ILLINOIS

COUNTY OF COOK

On this 23rd day of October, 19 97, Randal J. Selig, Executive Vice-President of CMD REIM II, Inc., personally appeared before me,

[X] who is personally known to me

[ ] whose identity I proved on the bases of _____

Theresa M. Shannon

(Notary Public Signature)

(Notary Public Signature)

Seal

"OFFICIAL SEAL"
THERESA M. SHANNON
Notary Public, State of Illinois
My Commission Expires June 19, 2001

My Commission expires: 6-19-01

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally Randal J. Selig, Executive Vice-President of CMD REIM II, Inc., the *general partner of* CMD/Fund II GP Investments, L.P., *a (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 $ 100.00 .

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

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 28 PM 4:16

This 23rd day of October, 19 97.

CMD REIM II, INC., General Partner

By: _____
Randal J. Selig, Executive Vice-President

STATE OF ILLINOIS
COUNTY OF COOK

On this 23rd day of October, 19 97, Randal J. Selig, Executive Vice-President of CMD REIM II, Inc., personally appeared before me,

[X] who is personally known to me

[ ] whose identity I proved on the bases of _____

"OFFICIAL SEAL"
THERESA M. SHANNON
Notary Public, State of Illinois
My Commission Expires June 19, 2001

Theresa M. Shannon
(Notary Public Signature)

_____
(Notary Public Signature)

Seal

My Commission Expires: 6-19-01