

**2004 LIMITED PARTNERSHIP ANNUAL REPORT
Due By May 1, 2004**

**FILED
Apr 19, 2004 08:00 AM
Secretary of State**

DOCUMENT # B97000000575
1. Entity Name
CMD/FUND II GP INVESTMENTS, L.P.



Principal Place of Business: 227 WEST MONROE STREET, SUITE 3900 CHICAGO, IL 60606
Mailing Address: 227 WEST MONROE STREET, SUITE 3900 CHICAGO, IL 60606

2. Principal Place of Business: Suite, Apt. #, etc.
3. Mailing Address: Suite, Apt. #, etc.

City & State: City & State
Zip: Zip Country: Country


 04122004 Chg-LP CR2E003 (10/03)

6. Name and Address of Current Registered Agent
CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL 32301-2525

4. FEI Number: 36-4184134
Applied For: Not Applicable
5. Certificate of Status Desired: \$8.75 Additional Fee Required

7. Name and Address of New Registered Agent
Name: _____
Street Address (P.O. Box Number is Not Acceptable): _____
City: _____ FL Zip Code: _____

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE: _____ DATE: _____
Signature, typed or printed name of registered agent and title if applicable.

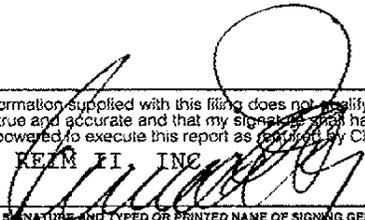
9. Capital Contributions as Shown on record: \$0.00
10. Amount of Capital Contributions in FLORIDA to date: _____

**A GENERAL PARTNER THAT IS A BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.
NOTE: General Partners MAY NOT be changed on the form; an amendment must be filed to change a general partner.**

12. GENERAL PARTNER INFORMATION		13. ADDRESS CHANGES ONLY	
DOCUMENT #	F95000004429	STREET ADDRESS	
NAME	CMD REIM II, INC.	CITY-ST-ZIP	
STREET ADDRESS	227 WEST MONROE STREET, SUITE 3900		
CITY-ST-ZIP	CHICAGO, IL 60606		
DOCUMENT #		STREET ADDRESS	
NAME		CITY-ST-ZIP	000000133506
STREET ADDRESS			04/27/04-80088-019 141.25
CITY-ST-ZIP			
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STREET ADDRESS			
CITY-ST-ZIP			

STAPLE CHECK HERE

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a General Partner of the limited partnership or the receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes

SIGNATURE: By:  Randal J. Selig 4/13/04 (312) 726-3121
Exec. Vice President Daytime Phone #