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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 28 PM 4:19

ACCOUNT NO. : 072100000032  
REFERENCE : 580237 5039687  
AUTHORIZATION : *Patricia Pignotti*  
COST LIMIT : \$ 87.50

ORDER DATE : October 28, 1997  
ORDER TIME : 2:55 PM  
ORDER NO. : 580237-005 200002331942--7  
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 III GP INVESTMENTS,  
L.P.

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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

*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

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

2. CMD/Fund III 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

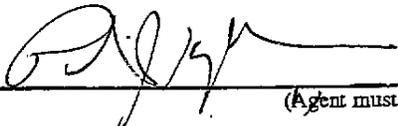
3. Illinois 4. 9-25-97  
(State of Formation) (Date of Formation)

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 III, Inc.,  
an Illinois Corporation  
227 West Monroe Street, Chicago, IL 60606  
F97000063853

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.

12. 227 West Monroe Street, Suite 3900

Chicago, IL 60606 Cook County  
(Mailing Address of Limited Partnership)

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.

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This day of \_\_\_\_\_, October 23, 1997

CMD REIM III, INC., General Partner

By: [Signature]  
Randal J. Selig, Executive Vice-President

STATE OF ILLINOIS

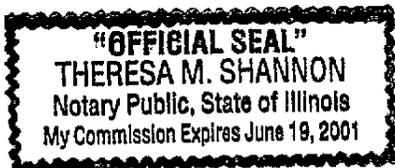
COUNTY OF COOK

On this \_\_\_\_\_ day of October 23, 1997, Randal J. Selig, Executive Vice-President of CMD REIM III, Inc., personally appeared before me,  who is personally known to me

whose identity I proved on the bases of \_\_\_\_\_

[Signature]  
(Notary Public Signature)

\_\_\_\_\_  
(Notary Public Signature)



Seal

My Commission expires: 6-1-97

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP**

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

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This 23rd day of October, 1997

CMD REIM III, INC., General Partner

By:

Randal J. Selig, Executive Vice-President

STATE OF ILLINOIS

COUNTY OF COOK

On this 23rd day of October, 1997, Randal J. Selig, Executive Vice-President  
of CMD REIM III, Inc.  
personally appeared before me,  who is personally known to me

whose identity I proved on the bases of \_\_\_\_\_

Theresa M. Shannon  
(Notary Public Signature)

\_\_\_\_\_  
(Notary Public Signature)



Seal

My Commission Expires: 6-19-01