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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

500002436425--4

-02/20/98--01065--014

***1750.00 ***1750.00

500002436425--4

-02/20/98--01065--015

*****35.00 *****35.00

Lowell / R.B. XLV, LP

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☐ Limited Liability Co.

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☒ Limited Partnership

☐ Reinstatement

☐ Annual Report

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

1. LOWELL/RBG XLV, L.P.
it is in the State of filing.)

(Name of Limited Partnership as

2. (If name is unavailable, name under which the limited partnership proposes to register or transact business in Flor

3. ILLINOIS
(State of Formation)

4. December 19, 1997
(Date of Formation)

5. CT CORPORATION
(Name of Registered Agent for Service of Process)

6. 1200 Pine Island Road
(Street Address or Registered Office)

Plantation Florida 33324
(City) (Zip Code)

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

Having been named to accept service of process for the foreign limited partnership named in this "Application by Foreign Limited Partnership for Authorization to Transact Business in Florida" at the place designated therein, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of §620.192 of the Florida Statutes.

CT CORPORATION, Registered Agent

BY: Barbara A Burke

Dated: January 27, 1998. **BABARA A. BURKE**
SPECIAL ASSISTANT SECRETARY

8. 154 W. Hubbard Street, Chicago, IL 60610
Registered Office required in State of Formation or, if not required, Address of Principal Office.)

(Address of

9. NAMES OF GENERAL PARTNERS: **SPECIFIC ADDRESS:**

Lowell at Monarch Lakes, Inc. *pg 1-66395* 80 S.W. 8th Street
Suite 1870
Miami, FL 33130

RBG XLV, Corp. *F97-5175* 154 W. Hubbard Street
Chicago, IL 60610

10. 154 W. Hubbard Street, Chicago, Illinois 60610
(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.

12.154 W. Hubbard Street, Chicago, Illinois 60610

Mailing Address of the Limited Partnership

This 23 day of January, 1998

GENERAL PARTNERS:

LOWELL AT MONARCH LAKES, INC., a
Florida corporation,
general partner

S. Lawrence Kahn III, President

RBG XLV CORP., an Illinois corporation,
general partner

Bernard M. Marcus
BERNARD M. MARCUS, PRESIDENT

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared S. LAWRENCE KAHN, II
of Lowell at Monarch Lakes, Inc., a Florida corporation, and BERNARD A. MARCUS,
PRESIDENT of RBG XLV Corp. being all of the general partners of LOWELL/RBG XLV, L.P.,
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 \$ 3,510,100.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purpose of transacting business in Florida is \$ 3,510,100.

This 23rd day of January, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

GENERAL PARTNERS:

LOWELL AT MONARCH LAKES, INC.
a Florida corporation,
general partner

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STATE OF FLORIDA
COUNTY OF DADE

S. LAWRENCE KAHN, II, PRESIDENT
} SS:

The foregoing instrument was acknowledged before me this 23 day of January, 1998 by S. LAWRENCE KAHN, II, PRESIDENT of LOWELL AT MONARCH LAKES, INC., a Florida corporation, a general partner of LOWELL/RBG XLV, L.P., for and on behalf of the Partnership. He personally appeared before me and is personally known to me.

Notary: [Signature]

Print Name: _____

Notary Public, State of _____

[NOTARIAL SEAL]

My commission expires: _____



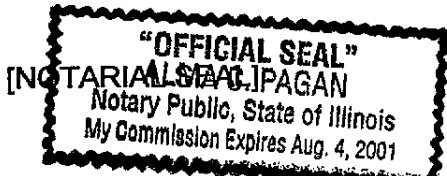
RBG XLV CORP.
an Illinois corporation,
general partner

Bernard M. Marcus
BERNARD M. MARCUS, PRESIDENT

STATE OF ILLINOIS
COUNTY OF COOK

} SS:

The foregoing instrument was acknowledged before me this 11th day of January, 1998 by Bernard M. Marcus as President of RBG XLV CORP., an Illinois corporation, a general partner of LOWELL/RBG XLV, L.P., for and on behalf of the Partnership. He personally appeared before me and is personally known to me.



Notary: Alma C. Pagan

Print Name: ALMA C. PAGAN

Notary Public, State of Illinois

My commission expires: 8/4/01

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