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ACCOUNT NO. : 072100000032

REFERENCE : 088325 4802844

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70.00

FILED
01 MAR 23 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 22, 2001

ORDER TIME : 1:41 PM

ORDER NO. : 088325-005

CUSTOMER NO: 4802844

CUSTOMER: Suzanne Knoll, Legal Assistant
Neal Gerber & Eisenberg
Two North Lasalle Street
Suite 2200
Chicago, IL 60602

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4/10/01 7963

FOREIGN FILINGS

NAME: GGP TITLE, INC.

401A UU 017963

(7)

XXXX QUALIFICATION (TYPE: CO)

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 23 PM 3:18
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

3/23/01

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. GGP Title, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 36-4427632
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 14, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 110 North Wacker Drive, Chicago, Illinois 60606
(Principal office address)
110 North Wacker Drive, Chicago, Illinois 60606
(Current mailing address)
8. Ancillary services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: Corporation Service Company
- Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper

Asst. Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Exhibit A attached hereto and made a part hereof

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Exhibit B attached hereto and made a part hereof

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert A. Michaels, President

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**EXHIBIT A
TO
APPLICATION BY FOREIGN CORPORATION
FOR
AUTHORIZATION TO TRANSACT BUSINESS
IN
FLORIDA
FOR
GGP TITLE, INC.**

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Director: John Bucksbaum
Address: 110 N. Wacker Drive
Chicago, IL 60606

Director: Robert A. Michaels
Address: 110 N. Wacker Drive
Chicago, IL 60606

Director: Bernard Freibaum
Address: 110 N. Wacker Drive
Chicago, IL 60606

**EXHIBIT B
TO
APPLICATION BY FOREIGN CORPORATION
FOR
AUTHORIZATION TO TRANSACT BUSINESS
IN
FLORIDA
FOR
GGP TITLE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

Chief Executive Officer:
Address:

John Bucksbaum
110 N. Wacker Drive
Chicago, IL 60606

President:
Address:

Robert A. Michaels
110 N. Wacker Drive
Chicago, IL 60606

Vice President and Treasurer:
Address:

Bernard Freibaum
110 N. Wacker Drive
Chicago, IL 60606

Vice President and Assistant Secretary:
Address:

Joel Bayer
110 N. Wacker Drive
Chicago, IL 60606

Vice President and Assistant Secretary:
Address:

Ronald L. Gern
110 N. Wacker Drive
Chicago, IL 60606

Vice President:
Address:

Roger Gamblin
1897 Palm Beach Lakes Blvd.
Suite 124
West Palm Beach, FL 33409

Secretary:
Address:

Marshall E. Eisenberg
2 N. LaSalle Street
Chicago, IL 60602

Assistant Secretary:
Address:

Carol A. Williams
110 N. Wacker Drive
Chicago, IL 60606

Assistant Secretary:
Address:

Howard A. Sigal
110 N. Wacker Drive
Chicago, IL 60606

NGEDOCs:13097.0001:598432.2

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GGP TITLE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF FEBRUARY, A.D. 2001.

FILED
01 MAR 23 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0972864

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DATE: 02-14-01