

CT CORPORATION

CORPORATION(S) NAME

FD 200 0003638

Alliance BP GP, Inc.

APPROVED
AND
FILED

02 JUL 16 PM 2:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

02 JUL 16 PM 12:43

DIVISION OF CORPORATION

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

7/16/02

Order#: 5474880

FILE FIRST

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

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*****78.75 *****78.75

JB
7-16-02

**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. Alliance BP GP, 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 a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 02-0621043

(FEI number, if applicable)

4. 6/24/02

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 7/26/02

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 104 Wilmot Road, Suite 350

Deerfield, IL 60015

(Current mailing address)

8. Real Estate Investments

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

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TALLAHASSEE, FLORIDA

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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.

C T Corporation System

James M. Halpin
(Registered agent's signature)

James M. Halpin
Assistant 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.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Director

~~Chairman~~: Andrew W. Schor

Address: 221 N. LaSalle Street, Suite 3700
Chicago, IL 60601

Director

~~Vice Chairman~~: Anthony D. Ivankovich

Address: 221 N. LaSalle Street, Suite 3700
Chicago, IL 60601

Director: Domenic A. Borriello

Address: 1209 Orange Street
Wilmington, DE 19801

Director: Adrienne M. Horne

Address: 1209 Orange Street
Wilmington, DE 19801

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Andrew W. Schor

Address: 221 N. LaSalle Street, Suite 3700
Chicago, IL 60601

Vice President: Anthony D. Ivankovich

Address: 221 N. LaSalle Street, Suite 3700
Chicago, IL 60601

Secretary: Anthony D. Ivankovich

Address: 221 N. LaSalle Street, Suite 3700
Chicago, IL 60601

Treasurer: Andrew W. Schor

Address: 221 N. LaSalle Street, Suite 3700
Chicago, IL 60601

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PALM BEACH, FLORIDA

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

13. Anthony D. Ivankovich
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Anthony D. Ivankovich, Vice President
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALLIANCE BP GP, 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 TENTH DAY OF JULY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



3540046 8300

020442796

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1876423

DATE: 07-10-02