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Florida Department of State
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FOREIGN PROFIT/NONPROFIT CORPORATION

.CB 123 Prospect, Inc.

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CT SYSTEM

CT CORPORATION SYSTM

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**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. CB 123 PROSPECT, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. DELAWARE
(State or country under the law of which it is incorporated)
3. APPLIED
(FBI number, if applicable)
4. 03/02/06
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 05/05/06
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 101 CALIFORNIA STREET, 26TH FLOOR, SAN FRANCISCO, CA 94111-5853
(Principal office address)
875 N MICHIGAN AVENUE, 41ST FLOOR, CHICAGO, IL 60611-1901
(Current mailing address)
8. REAL ESTATE INVESTMENT
(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 NOT acceptable)
Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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.

CT Corporation System

By: Carina Buz

(Registered agent's signature)

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 business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED

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. Susan B. McClintock
(Signature of Director or Officer listed in number 12 of the application)

14. SUSAN B. MCCLINTOCK, VICE PRESIDENT & SECRETARY
(Typed or printed name and capacity of person signing application)

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**ATTACHMENT
CB 123 PROSPECT, INC.**

Director & Officers

Director President	Stephen M. Steppe	101 California Street, 26 th Floor San Francisco, California 94111-5853
Vice President	David T. Breuner	101 California Street, 26 th Floor San Francisco, California 94111-5853
Vice President	Robert J. Cook	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
Vice President	Timothy E. Ellsworth	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
Vice President	Peter F. Feinberg	280 Park Avenue, 40 th Floor New York, New York 10022
Vice President	Timothy K. Gonzalez	101 California Street, 26 th Floor San Francisco, California 94111-5853
Vice President	Christopher L. Hughes	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
Vice President	Charles B. Leitner, III	280 Park Avenue, 40 th Floor New York, New York 10022
Vice President	David R. Maki	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
Vice President	Paul A. Malkus	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
Vice President	Joseph R. Senko	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
Vice President	James E. Toney	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
Treasurer	Mariena M. Casellini	101 California Street, 26 th Floor San Francisco, California 94111-5853
Vice President & Secretary	Susan E. McClintock	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
Assistant Secretary	Kimberly M. Trevino	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901

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TALLAHASSEE, FLORIDA

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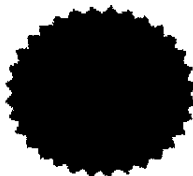
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CB 123 PROSPECT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF MAY, A.D. 2006.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CB 123 PROSPECT, INC." WAS INCORPORATED ON THE SECOND DAY OF MAY, A.D. 2006.

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TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4713856

DATE: 05-03-06