

CORPORATE INFORMATION
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TALLAHASSEE, FL 32310
904-222-1171
904-222-1191 FAX

CSC networks

95 0000000032

Mail To:
P.O. Box 5828
Tallahassee, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 527065 3565A

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : 9 70.75

ORDER DATE : January 19, 1995

ORDER TIME : 9:48 AM

ORDER NO. : 527065

3000001886988

CUSTOMER NO: 3565A

CUSTOMER: Jennifer Herd, Legal Assistant
Jenner & Block
One IBM Plaza
330 Wabash
Chicago, IL 60611

FOREIGN FILINGS

NAME: KAY FITZ, INC.

XX PROFIT
 NON-PROFIT

 CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

42/24
95 JAN 23 PM 12:03
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

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

95 JUL 23 PM 12
SECRETARY OF STATE
DIVISION OF CORPORATIONS

1. KAY FITZ, 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. Illinois
(State or country under the law of which it is incorporated)
3. 36-3575749
(FEI number, if applicable)
4. 04/14/88
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon acceptance of this filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 250 South Wacker Drive, Suite 800
Chicago, IL 60606
(Current mailing address)
8. See Exhibit A attached hereto.
(Purpose(s) of corporation authorized in home state . country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Gail Shelby, as Agent
(Registered agent's signature)

Gail Shelby, as its agent

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 office and/or directors:

A. DIRECTORS

Chairman: SEE EXHIBIT B HERETO

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. *William L. Smith*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

EXHIBIT A

Purpose of Corporation:

To invest in, own, manage, buy, sell, develop or otherwise dispose of and deal in real estate, or any interest therein. To transact any and all lawful business for which corporations may be organized under the Illinois Business Corporation Act of 1983, as amended.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 23 PM 12:03

EXHIBIT B

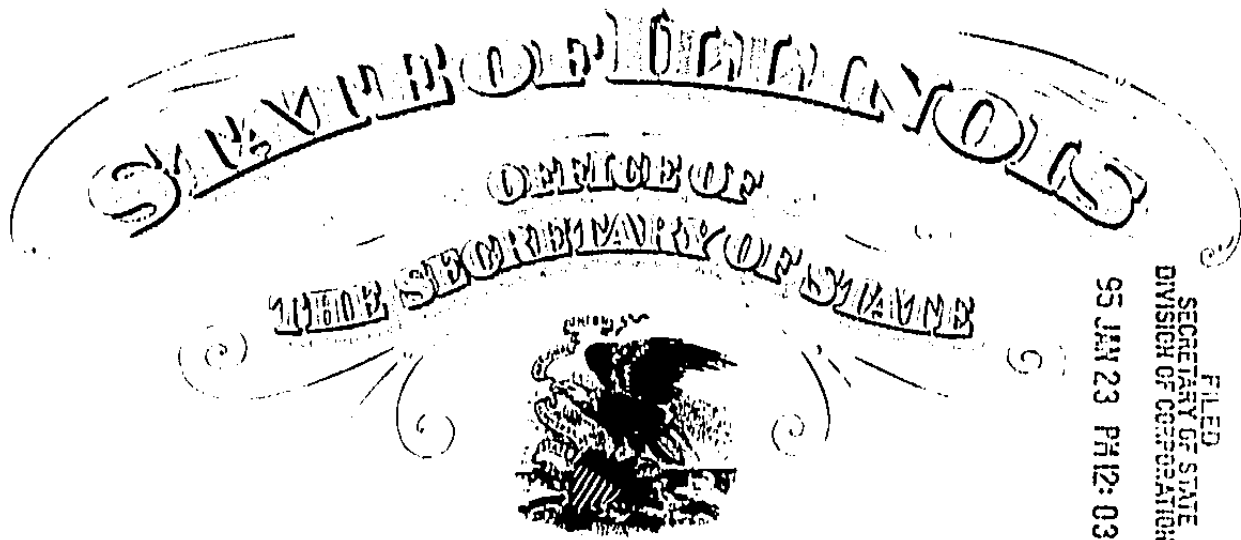
**List of Names and Addresses
of Officers and Directors
of
Kay Fitz, Inc.**

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Herbert Reukberg	President	c/o Philip Rootberg & Company 250 South Wacker Drive Suite 800 Chicago, Illinois 60606
Patricia Lindholm	Vice President	c/o Philip Rootberg & Company 250 South Wacker Drive Suite 800 Chicago, Illinois 60606
Irving Leviton	Vice President	c/o Philip Rootberg & Company 250 South Wacker Drive Suite 800 Chicago, Illinois 60606
Kathy Egebergh	Secretary and Treasurer	c/o Philip Rootberg & Company 250 South Wacker Drive Suite 800 Chicago, Illinois 60606

DIRECTORS

Irving Leviton	Director	c/o Philip Rootberg & Company 250 South Wacker Drive Suite 800 Chicago, Illinois 60606
Herbert Reukberg	Director	c/o Philip Rootberg & Company 250 South Wacker Drive Suite 800 Chicago, Illinois 60606
Kathy Egebergh	Director	c/o Philip Rootberg & Company 250 South Wacker Drive Suite 800 Chicago, Illinois 60606

File Number 5504-539-9



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that KAY FITZ, INC., A DOMESTIC CORPORATION,
INCORPORATED UNDER THE LAWS OF THIS STATE APRIL 14, 1988, APPEARS
TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS
CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL
REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN
GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS***



In Testimony Whereof, *I hereto set*
my hand and cause to be affixed the Great Seal of
the State of Illinois this 19TH
day of JANUARY *A.D. 19* 95

George H Ryan
SECRETARY OF STATE