

F9500004429



ACCOUNT NO. : 072100000032

REFERENCE : 677535 86901M

AUTHORIZATION : *Patricia P. Smith*
COST LIMIT : \$ 700.00

ORDER DATE : September 11, 1995

ORDER TIME : 9:33 AM

900001588738

ORDER NO. : 677535

CUSTOMER NO: 86901M

CUSTOMER: Mr. Tony Mackay
Prentice Hall Legal &
33 North LaSalle Street
Suite 1925
Chicago, IL 60602

FOREIGN FILINGS

NAME: CMD REIM II, INC.

FILE FIRST

PROFIT

CORPORATE

NON-PROFIT

LIMITED PARTNERSHIP

XXXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrana Randolph

RECEIVED
SEP 13 1995
TALLAHASSEE, FLORIDA

mtu

**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:**

1. CMD REIM II, 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 3. 36-4019393
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 20, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. CMD Corporation
227 West Monroe, Suite 3900, Chicago, Illinois 60606
(Current mailing address)
8. The transaction of any or all lawful purposes for which corporations may be
incorporated under the Illinois Business Corporation Act of 1983, as amended, and all laws
of Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

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.

The Prentice-Hall Corporation System, Inc.
By: [Signature]
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Director Vice Chairman: Steven W. Ellenbogen

Address: 227 W. Monroe, Suite 3900

Chicago, Illinois 60606

Director: Richard G. Schaller

Address: 227 W. Monroe, Suite 3900

Chicago, Illinois 60606

Director: Randal J. Selig

Address: 227 W. Monroe, Suite 3900

Chicago, Illinois 60606

B. OFFICERS

President: Steven W. Ellenbogen

Address: 227 W. Monroe, Suite 3900

Chicago, Illinois 60606

Vice President: Richard G. Schaller

Address: 227 W. Monroe, Suite 3900

Chicago, Illinois 60606

Vice President/ Secretary: Randal J. Selig

Address: 227 W. Monroe, Suite 3900

Chicago, Illinois 60606

Vice President/ Treasurer: Peter G. Brosnan

Address: 227 W. Monroe, Suite 3900

Chicago, Illinois 60606

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

13.

Richard G. Schaller

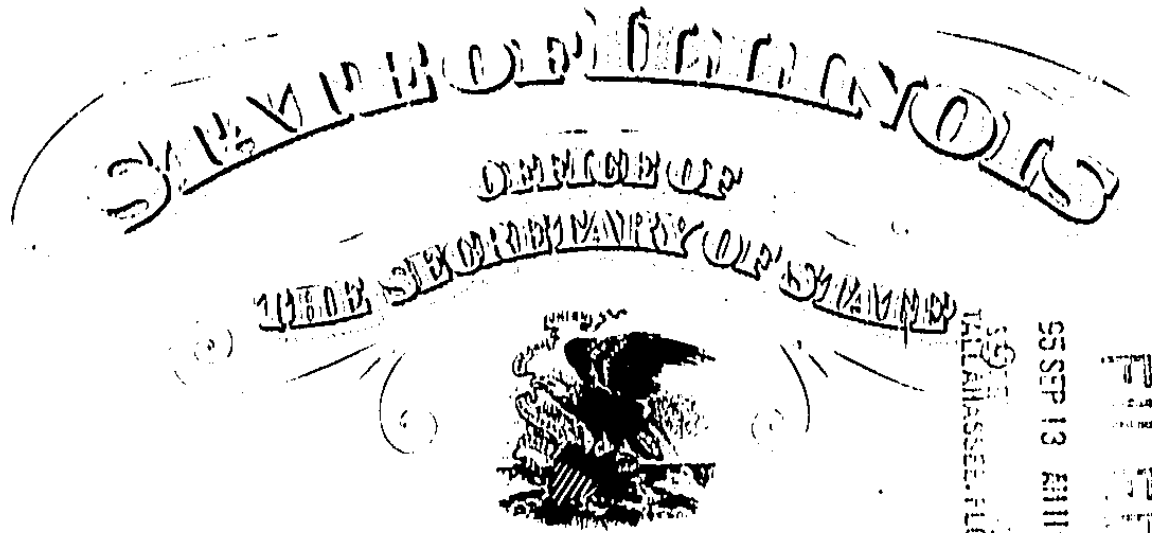
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14.

Richard G. Schaller, Vice President

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

File Number 5030-379-0



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

CMD REIM II, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE APRIL 20, 1995, 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 12TH
day of SEPTEMBER *A.D. 19* 95

George H. Ryan

SECRETARY OF STATE

CMD

October 20, 1995
F95000004429

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
OCT 21 1995
TALLAHASSEE, FLORIDA

300001624653
-11/01/95--01009--004
*****35.00 *****35.00

Re: CMD Realty Investors, Inc.
Document Number F95000004429

Ladies and Gentlemen:

Enclosed for filing is a Statement of Change of Registered Office and Agent for the above corporation. Please return a stamped copy to the undersigned. Our check in the amount of \$35.00 is enclosed in payment of the filing fee. Thank you for your attention to this matter.

Sincerely,


Theresa M. Shannon

Enclosures

CMD Realty Investors, Inc.
Suite 3900
227 West Monroe Street
Chicago, Illinois 60606-5018
312-726-3121
Fax: 312-726-9473

Real Estate Investment and
Development Since 1902

10-31-95
RA on
F95000004429
W

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
Illinois submits the following statement in order to change its registered office
or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: CMD REIM II, Inc.

1b. Date of Incorporation 9-13
April 20, 1995 Document number: 95000004429

2. The name and address of the current registered agent and office:

The Prentice-Hall Corporation System, Inc.
1201 Hays Street, Suite 105
Tallahassee, FL 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

Paul J. Kilgallon
c/o CMD Realty Investors, Inc.
3265 Meridian Parkway, Suite 100
Ft. Lauderdale, FL 33331

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

[Signature]
SIGNATURE

October 6, 1995
DATE

Randal J Selig, Vice-President

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, 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 COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE [Signature]

(Registered Agent)

DATE October 6, 1995