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ACCOUNT NO. : 072100000032
REFERENCE : 693340 86901M
AUTHORIZATION :
COST LIMIT : 9 PPD

ORDER DATE : September 27, 1995

ORDER TIME : 2:19 PM

ORDER NO. : 693340

CUSTOMER NO: 86901M

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-09/27/95--01090--001
*****70.00 *****70.00

CUSTOMER: Ms. Cynthia Walker
Prentice Hall Legal &
33north Lasalle Street
Suite 1925
Chicago, IL 60602

FOREIGN FILINGS

NAME: RBG XVI CORP.

☐ PROFIT
☐ NON-PROFIT

☐ CORPORATE
☐ LIMITED PARTNERSHIP

XXXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebreana Randolph

95 SEP 27 PM 3:17

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 27 PM 3:47

**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. RBC XVI Corp.

(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. Applied For

(FEI number, if applicable)

4. September 15, 1995

(Date of Incorporation)

5. Perpetual

(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. 154 West Hubbard, Suite 250

Chicago, Illinois 60610

(Current mailing address)

8. Any and all lawful business associated with acting as general partner of real estate entities

(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:

The Prentice-Hall Corporation

Name: 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.

By Patricia Cosentino

(Registered agent's signature)

Patricia Cosentino

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

A. DIRECTORS

~~Chairman~~ Director: Robert S. Goldfine
Address: 154 West Hubbard, Suite 250
Chicago, Illinois 60610

~~Secretary~~ Director: Robert S. Ross
Address: 154 West Hubbard, Suite 250
Chicago, Illinois 60610

Director: Bruce H. Block
Address: 154 West Hubbard, Suite 250
Chicago, Illinois 60610

Director: _____
Address: _____

B. OFFICERS

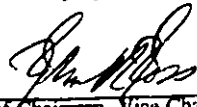
President: Robert S. Goldfine
Address: 154 West Hubbard, Suite 250
Chicago, Illinois 60610

Vice President: / Secretary: Robert S. Ross
Address: 154 West Hubbard, Suite 250
Chicago, Illinois 60610

Assistant Secretary: Barbara Mohr
Address: 154 West Hubbard, Suite 250
Chicago, Illinois 60610

Chairman of the Board / Treasurer: Bruce H. Block
Executive Vice President /
Assistant Secretary Address: 154 West Hubbard, Suite 250
Chicago, Illinois 60610

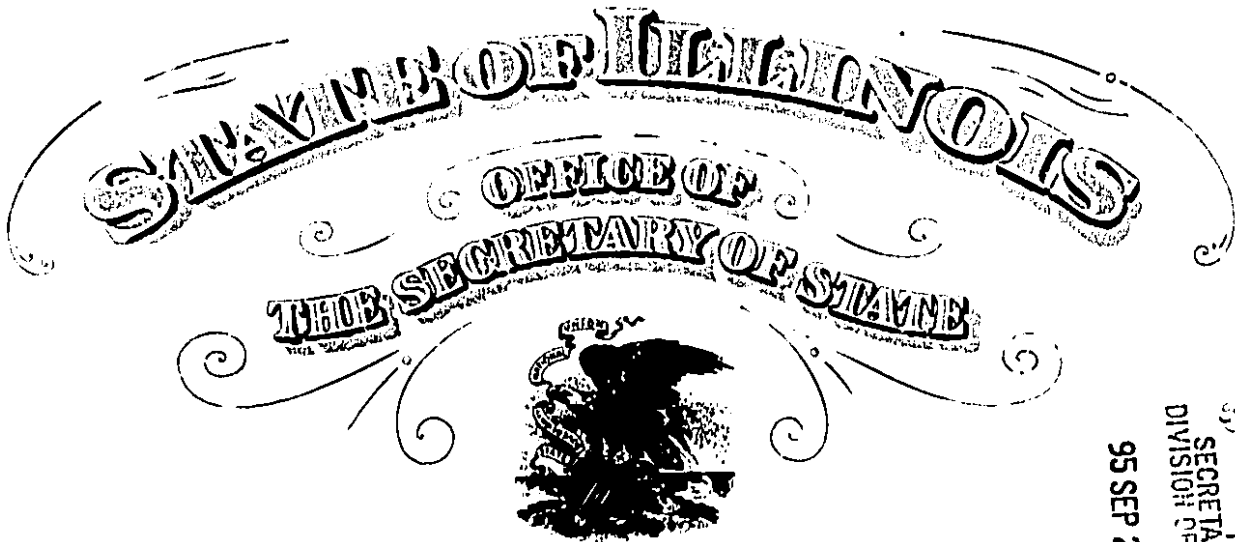
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. Robert S. Ross, Vice Chairman/Director
(Typed or printed name and capacity of person signing application)

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File Number 5851-226-5



To all to whom these Presents Shall Come, Greeting

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I, *George H. Ryan*, Secretary of State of the State of Illinois,
do hereby certify that
RBG XVI CORP., A DOMESTIC CORPORATION,
INCORPORATED UNDER THE LAWS OF THIS STATE SEPTEMBER 15, 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 26TH
day of SEPTEMBER A.D., 19 95

George H. Ryan
SECRETARY OF STATE