

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

F95000006311

CSC

networks

PRESTICE HALL
LEGAL & FINANCIAL SERVICES

95 DEC 28 12:07

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 783918 2049B

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pyzdek

ORDER DATE : December 27, 1995

ORDER TIME : 9:46 AM

ORDER NO. : 783918

CUSTOMER NO: 2049B

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G953629000008

CUSTOMER: Michelle Jackson, Legal Asst
Latham & Watkins
Sears Tower, Suite 5800
233 South Wacker Drive
Chicago, IL 60606

700001673147

FOREIGN FILINGS

NAME: HOMART NEWCO SEVEN, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol Hensal

12/28

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 28 PM 1:09

**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. Homart Newco Seven, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. November 7, 1995 4. Perpetual
(Date of Incorporation) (Duration)
5. _____
(Federal Employer Identification number, if applicable)
6. December, 1995
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 607.1505, F.S.)
7. 55 W. Monroe St., Chicago, IL 60603
(Current mailing address)
8. Property Management and Development
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

see attached Exhibit A

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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DIVISION
95 DEC 28 PM 4:09

B. Officers: see attached Exhibit A

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Corporation Service Company

Office Address: 1201 Hays St.

Tallahassee, Florida 32301

Zip Code

11. 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.

Registered agent's signature:

Corporation Service Company

Karen B. Rozar
Karen B. Rozar, as its agent

12. 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.

13. Mahmud
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Alice M. Peterson, President
(Name and capacity of person signing application)

EXHIBIT A

Address for all Officers and Directors:

c/o HOMART
55 W. Monroe Street
Chicago, IL 60603

<u>Office</u>	<u>Name</u>
President/Director	Alice M. Peterson
Vice President/Director	Russell S. Davis
Vice President/Director	Barry Kaufman
Vice President and Treasurer	Ronald P. Douglass
Vice President, Secretary and Assistant Treasurer	Robert C. Bramlette
Secretary	Warren F. Grienberger
Assistant Secretary	Kimberly A. Griffin

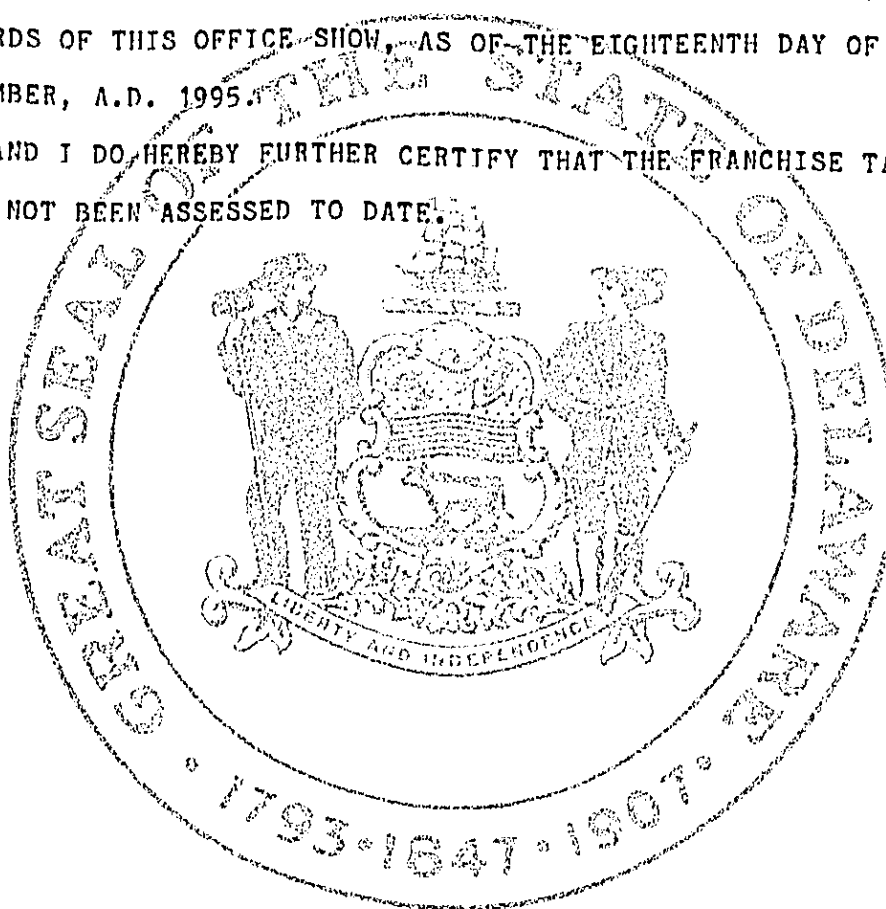
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOMART NEWCO SEVEN, 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 EIGHTEENTH DAY OF DECEMBER, A.D. 1995.

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



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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 DEC 28 PM 1:09

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950298315



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 12-18-95

DATE:

LAW OFFICES
NEAL GERBER & EISENBERG

TWO NORTH LA SALLE STREET
CHICAGO, ILLINOIS 60602

TELEPHONE
(312) 269-5000

FACSIMILE
(312) 269-1747

F 95000006311

March 15, 1996

VIA FEDERAL EXPRESS

Secretary of State
Amendment Section
Division of Corporations
409 Gaines Street
Tallahassee, Florida 32399

Re: Homart Newco One, Inc.
Homart Newco Seven, Inc.

400001748654
-03/19/96--01031--005
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed for filing in your office is one executed original and one photocopy of the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for each of the above-referenced corporations. I have also enclosed two \$35.00 checks in payment of the filing fees. Please return evidence of these filings to me in the enclosed self-addressed stamped envelope.

Should you have any questions regarding this matter, please contact me.

Sincerely,

S. M. Knoll
Suzanne M. Knoll
Legal Assistant

SMK/mrc
Enclosures

cc: Claudia H. Allen, Esq.

FILED
36 MAR 18 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CU
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FF wdm

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

HOMART NEWCO SEVEN, INC.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

55 West Monroe Street, 31st Floor

(Mailing Address)

Chicago, Illinois 60603

(City - State - Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
26 MAR 18 PM 1:01

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Homart Newco Seven, Inc.

By: 

Signature

3-14-96

Date

Marshall E. Eisenberg

Typed or printed name

Secretary

Title