

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

800-342-8086

**F96000001486**

**CSO networks**  
PRESTICE HALL  
EDUCATION ALM 1005

ACCOUNT NO. : 072100000032

REFERENCE : 091216 4304335

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 21, 1996

ORDER TIME : 11:24 AM

ORDER NO. : 091216

3000001754863  
-03/22/96--01092--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CUSTOMER NO: 4304335

CUSTOMER: Lydia Thomas, Legal Assistant  
Kirkland & Ellis  
200 E. Randolph Dr.  
Suite 5619a  
Chicago, IL 60601

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 22 PM 2:02

2252

FOREIGN FILINGS

NAME: PRIME NFP VII RESIDENTIAL, INC

RECEIVED  
96 MAR 22 PM 1:29  
DIVISION OF CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

# 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 TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:**

1. Prime MFP VII Residential, 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. Delaware 3.                      applied for  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 7, 1996 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon filing  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 77 West Wacker Drive, Ste. 4040  
Chicago, IL 60601  
(Current mailing address)
8. To engage in any lawful purposes or purposes for which corporation may be organized under the Florida General Corporation Act.  
(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)
- FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
96 MAR 22 PM 2:00

**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: 1- Smith  
(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: 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.   
(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)

***LIST OF OFFICERS AND DIRECTORS  
OF  
PRIME MEP VII RESIDENTIAL, INC.***

<b>OFFICERS</b>		
<b>NAME</b>	<b>TITLE</b>	<b>ADDRESS</b>
David M. Glickman	Chairman of the Board and Chief Executive Officer	77 West Wacker Drive Suite 4040 Chicago, IL 60601
Richard F. Cavanaugh	President	77 West Wacker Drive Suite 4040 Chicago, IL 60601
Adam D. Peterson	Vice President, Chief Financial Officer and Secretary	77 West Wacker Drive Suite 4040 Chicago, IL 60601

<b>DIRECTORS</b>	
<b>NAME</b>	<b>ADDRESS</b>
David M. Glickman	77 West Wacker Drive Suite 4040 Chicago, IL 60601
Richard F. Cavanaugh	77 West Wacker Drive Suite 4040 Chicago, IL 60601
Adam D. Peterson	77 West Wacker Drive Suite 4040 Chicago, IL 60601

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRIME MFP VII RESIDENTIAL, 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 TWELFTH DAY OF MARCH, A.D. 1996.

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 22 PM 2:02



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

7861017

DATE:

03-12-96

2599710 P300

960071258

Document Number Only

F960000001486

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

400001987484--7  
-10/28/96--01049--024  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CORPORATION(S) NAME

Prime MFP VII Residential, Inc.

to:

Ambassador VII, Inc.

- ☐ Profit ☒ Amendment ☐ Merger  
☐ NonProfit ☐ Limited Liability Co. ☐ Mark  
☐ Foreign ☐ Dissolution/Withdrawal ☐ Other ucc Filing  
☐ Limited Partnership ☐ Annual Report ☐ Change of R.A.  
☐ Reinstatement ☐ Reservation ☐ Fic. Name  
☐ Certified Copy ☐ Photo Copies ☐ CUS  
☐ Call When Ready ☐ Call if Problem ☐ After 4:30  
☒ Walk In ☒ Pick Up  
☐ Mail Out

Name
Availability
Document Examiner
Endater
Verifier
Acknowledgment
W.P. Verifier

10/28/96

PLEASE RETURN EXTRA COPIES  
FILE STAMPED

N. HENDRICKS OCT 29 1996

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA**

FILED  
95 OCT 28 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION I (1-3 must be completed)**

1. Prime MFP VII Residential, Inc.  
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: March 22, 1996

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

July 23, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

Ambassador VII, Inc.

6. If the amendment changes the period of duration, indicate new period of duration

Not Applicable

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

Not Applicable



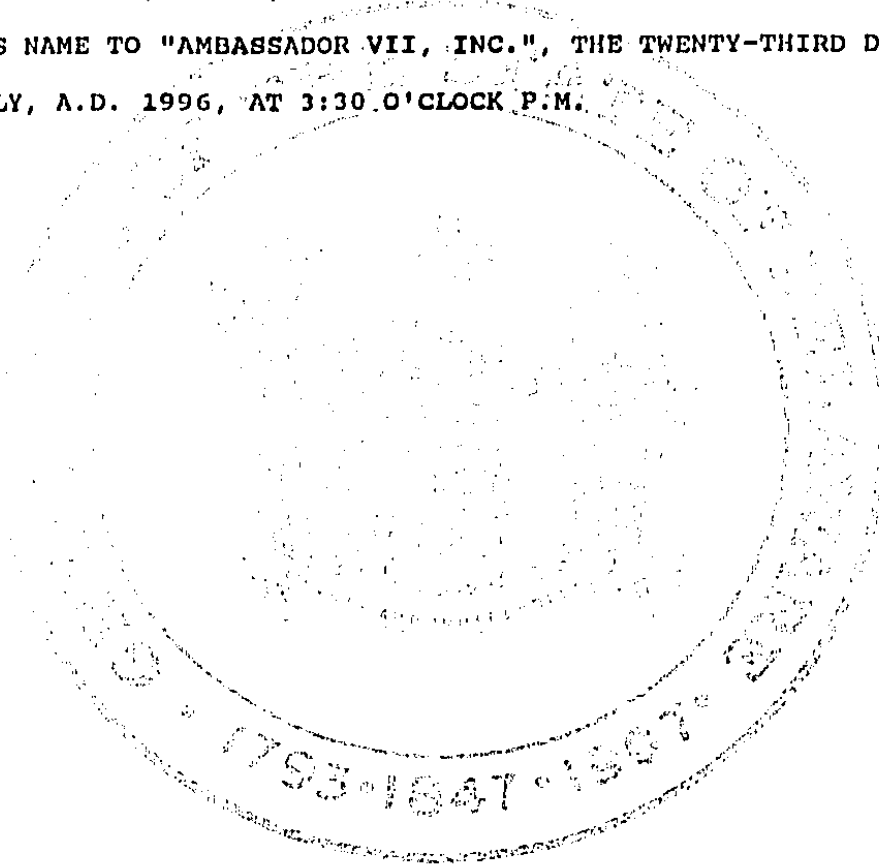
Signature SENIOR VICE PRESIDENT  
Name and Title

10/21/96  
Date

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PRIME MFP VII  
RESIDENTIAL, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING  
ITS NAME TO "AMBASSADOR VII, INC.", THE TWENTY-THIRD DAY OF  
JULY, A.D. 1996, AT 3:30 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2599710 8320

960308944

AUTHENTICATION:

DATE:

8160035

10-24-96