

F96000002407

Document Number Only

96 MAY 14 12:10

DIVISION OF CORPORATIONS

C T CORPORATION SYSTEM			
Requestor's Name			
660 West Jefferson Street			
Address			
Tallahassee, Florida 32301			
City	State	Zip	Phone
			904-222-1092
CORPORATION(S) NAME			

000001820620
-05/14/96--01089--009
*****8.75 *****8.75

CMD Southwest Inc.	
000001820620	
-05/14/96--01089--010	
*****70.00 *****70.00	

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of R.A.
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Reinstatement	<input checked="" type="checkbox"/> XCUS/ G/S	
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input checked="" type="checkbox"/> Pick Up
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	
<input type="checkbox"/> Mail Out		

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

CR2E031 (1-89)

5/14/96

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DIVISION OF CORPORATIONS

95/14

**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 Southwest 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. Arizona 3. 36-3051321
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 10, 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. 3225 South Hardy Drive, Suite 105
Tempe, Arizona 85282
(Current mailing address)
8. To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act, as amended.
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

CT Corporation System
B: Jeffrey H. Terry Asst. Secy
(Registered agent's signature)
Jeffrey H. Terry

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: Steven Ellenbogen
Address: 227 W. Monroe, Suite 3900
Chicago, Illinois 60606

Vice Chairman: 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

Director: _____
Address: _____

B. OFFICERS

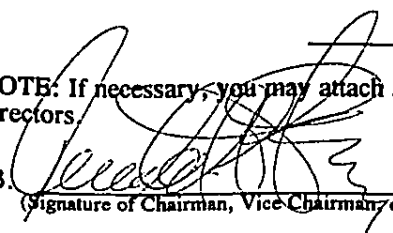
President: Steven Ellenbogen
Address: 227 W. Monroe, Suite 3900
Chicago, Illinois 60606

Vice President: Michael E. Mermall
Address: 227 W. Monroe, Suite 3900
Chicago, Illinois 60606

Secretary: Randal J. Selig
Address: 227 W. Monroe, Suite 3900
Chicago, Illinois 60606

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. ^a
Randal J. Selig, Secretary
(Typed or printed name and capacity of person signing application)

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State of Arizona



OFFICE OF THE CORPORATION COMMISSION

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To all to Whom these Presents shall Come, Greeting:

I, the Executive Secretary of the Arizona Corporation Commission, DO HEREBY
CERTIFY that

CMD SOUTHWEST INC.

a Domestic Corporation organized under the laws of the State of Arizona, did incorporate on
December 10, 1979

I FURTHER CERTIFY that this corporation has filed all affidavits and annual
reports and paid all annual filing fees required to date and, therefore, is in good standing in
this state.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the official seal
of the Arizona Corporation Commission.
Done at Phoenix, the Capital, this
13th day of May,

1996, A.D.

James Matthews
Executive Secretary

By James Moore

Examiner's Initials

Florida Department of State, Sandra B. Mortham, 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 Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: CMD Southwest, Inc.

2. The mailing address of the corporation is: 227 West Monroe, Suite 3900, Chicago, IL 60606

3. Date of incorporation/qualification: May 14, 1996 Document number: 996000002407

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

CT Corporation System

1200 South Pine Island Road

Plantation, FL 33324

5. 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.

899 West Cypress Creek Road, Suite 109

Ft. Lauderdale, FL 33309

The street address of its registered office 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 of an officer, chairman or vice chairman of the board)

05-29-97

(Date)

Randal J. Selig, Vice President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

(Signature of Registered Agent)

6.18.97

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)