

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0171
904-222-0193 FAX

800-342-8086

F96000004759

CSC networks
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ACCOUNT NO. 01210000132
REFERENCE 084271 42469

AUTHORIZATION : *Patricia Flynn*
COST LIMIT : \$ 70.00

ORDER DATE : September 12, 1996

ORDER TIME : 1:25 PM

ORDER NO. : 084271

CUSTOMER NO: 4324699

200001348552

CUSTOMER: Ms. Mary T. Vanderhaeghen
Rosenberg & Liebentritt, P.c.
Suite 1515
Two North Riverside Plaza
Chicago, IL 60606

9/16

FOREIGN FILINGS

NAME: ZELL/MERRILL IV, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

FILED
96 SEP 16 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECORDED
53 SEP 16 PM 3:47
U.S. DEPARTMENT OF COMMERCE

**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. Zell/Merrill IV, 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. 36-4076441
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 16, 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. c/o Ann M. Schneider, 2 N. Riverside Plaza, #1515
Chicago, IL 60606
(Current mailing address)
8. general partner of limited partnership qualified in FL any and lawful activity
(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: 110 North Magnolia Street
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** SEE ATTACHED LIST

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. **OFFICERS** SEE ATTACHED LIST

President: _____

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. Ann M. Schneider, Secretary
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP 16 PM 3:52

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Directors and Officers
Zell/Merrill IV, Inc.

DIRECTORS:

| | |
|-----------------------------------|----------|
| Arthur A. Greenberg | Director |
| Primary : 2 N. Riverside Plaza | |
| Address : Chicago, Illinois 60606 | |
| Donald W. Phillips | Director |
| Primary : 2 N. Riverside Plaza | |
| Address : Chicago, Illinois 60606 | |
| Sheli Z. Rosenberg | Director |
| Primary : 2 N. Riverside Plaza | |
| Address : Chicago, Illinois 60606 | |
| Samuel Zell | Director |
| Primary : 2 N. Riverside Plaza | |
| Address : Chicago, Illinois 60606 | |

OFFICERS:

| | |
|-----------------------------------|----------------|
| Samuel Zell | President |
| Primary : 2 N. Riverside Plaza | |
| Address : Chicago, Illinois 60606 | |
| Timothy H. Callahan | Vice President |
| Primary : 2 N. Riverside Plaza | |
| Address : Chicago, Illinois 60606 | |
| Norman Field | Vice President |
| Primary : 2 N. Riverside Plaza | |
| Address : Chicago, Illinois 60606 | |
| Arthur A. Greenberg | Vice President |
| Primary : 2 N. Riverside Plaza | |
| Address : Chicago, Illinois 60606 | |
| Donald J. Liebentritt | Vice President |
| Primary : 2 N. Riverside Plaza | |
| Address : Chicago, Illinois 60606 | |
| Donald W. Phillips | Vice President |
| Primary : 2 N. Riverside Plaza | |
| Address : Chicago, Illinois 60606 | |
| Sheli Z. Rosenberg | Vice President |
| Primary : 2 N. Riverside Plaza | |
| Address : Chicago, Illinois 60606 | |
| Stanley Stevens | Vice President |
| Primary : 2 N. Riverside Plaza | |
| Address : Chicago, Illinois 60606 | |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Ann M. Schneider

Secretary

Primary : 2 N. Riverside Plaza
Address : Chicago, Illinois 60606

Donald J. Liebentritt

Assistant Secretary

Primary : 2 N. Riverside Plaza
Address : Chicago, Illinois 60606

Arthur A. Greenberg

Treasurer

Primary : 2 N. Riverside Plaza
Address : Chicago, Illinois 60606

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP 16 PM 3:52

FILED

File Number 5858-817-2



To all to whom these Presents Shall Come, Greeting:

J. George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that ZELL/MERRILL IV, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE NOVEMBER 16, 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 96

George H. Ryan
SECRETARY OF STATE

Lexis

Requestor's Name

F96000004759

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Zell/Merrill IV, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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-08/06/97--01050--030
*****35.00 *****35.00

☒ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☒ Photocopy

☐ Certificate of State

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A. Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input checked="" type="checkbox"/> | Dissolution- Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|-----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 AUG -6 PM 3:01

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

97 AUG -6 AM 11:08

RECEIVED

5/6
Jon Wandra

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

Zell/Merrill IV, Inc.

(Name of Corporation)

Illinois

(Incorporated Under Laws Of)

FILED
97 AUG -16 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

2 N. Riverside Plaza

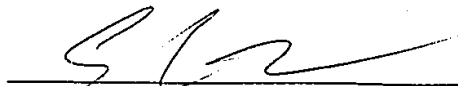
(Mailing Address)

Chicago

IL 60606

(City/State/Zip)

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



Secretary

Signature

Title

Ann M. Schneider

Typed or printed name

July 11, 1997

Date