



1201 HAYS STREET
CHICAGO, ILLINOIS 60606
800-142-8088

F96000004812

ACCOUNT NO. : 072100000032
REFERENCE : 090220 5017524
AUTHORIZATION : Patricia Pizzuti
COST LIMIT : \$ 70.00

ORDER DATE : September 18, 1996

ORDER TIME : 9:35 AM

ORDER NO. : 090220

CUSTOMER NO: 5017524

300001951538

CUSTOMER: Ms. Mariann Demkovich
Equity Residential Properties
Two N. Riverside Plaza

Chicago, IL 60606

FOREIGN FILINGS

NAME: ERP-QRS MARBRISA, INC.

FILED
96 SEP 19 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

**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:*

ERP-QRS Marbrina, Inc.

1. _____
(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. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/17/96 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155 F.S.))

7. 2 North Riverside Plaza, Suite 400
Chicago, Illinois 60606
(Current mailing address)

8. to engage in any lawful activity for which corporations may be organized
under the Illinois Business 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: CORPORATION SERVICE COMPANY
Office Address: 1201 HAYS 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.*

By: Michael Dorman, Asst. Secretary
(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:

See Attached Exhibit A

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

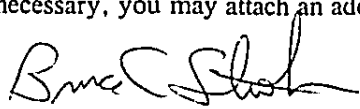
Address: _____

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. Bruce C. Strohm, Director and Vice President

(Typed or printed name and capacity of person signing application)

EXHIBIT A

05/17/1996

Directors and Officers
HRP-GRU Marketing, Inc.

DIRECTOR

David Nalithorout Director
Effective : 09/16/1996
Primary : Two North Riverside Plaza
Address : Chicago, Illinois 60606

Gerald A. Spector Director
Effective : 09/16/1996
Primary : Two North Riverside Plaza
Address : Chicago, Illinois 60606

Bruce C. Strohm Director
Effective : 09/16/1996
Primary : Two North Riverside Plaza
Address : Chicago, Illinois 60606

OFFICERS:

Douglas Crocker II President
Effective : 09/16/1996
Primary : Two North Riverside Plaza
Address : Chicago, Illinois 60606

Michael J. McHugh Senior Vice President
Effective : 05/16/1996
Primary : Two North Riverside Plaza
Address : Chicago, Illinois 60606

Shelley L. Dunck Vice President
Effective : 09/16/1996
Primary : Two North Riverside Plaza
Address : Chicago, Illinois 60606

Linda A. Menich Vice President
Effective : 09/16/1996
Primary : Two North Riverside Plaza
Address : Chicago, Illinois 60606

David Neithercut Vice President
Effective : 09/16/1996
Primary : Two North Riverside Plaza
Address : Chicago, Illinois 60606

Lori P. Shelstad Vice President
Effective : 09/16/1996
Primary : Two North Riverside Plaza
Address : Chicago, Illinois 60606

Gregory H. Smith Vice President
Effective : 09/16/1996
Primary : Two North Riverside Plaza
Address : Chicago, Illinois 60606

Gerald A. Spector Vice President
Effective : 09/16/1996
Primary : Two North Riverside Plaza
Address : Chicago, Illinois 60606

Bruce C. Strohm Vice President
Effective : 09/16/1996
Primary : Two North Riverside Plaza
Address : Chicago, Illinois 60606

Frederick C. Tuomi Vice President
Effective : 09/16/1996
Primary : Two North Riverside Plaza
Address : Chicago, Illinois 60606

Gerald A. Spector Treasurer
Effective : 09/16/1996
Primary : Two North Riverside Plaza

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SEAL STATE
TALLAHASSEE, FLORIDA

Address : Chicago, Illinois 60606

Mariann J. Demkovich Secretary

Effective : 09/16/1996

Primary : Two North Riverside Plaza

Address : Chicago, Illinois 60606

Shelley L. Dunck Assistant Secretary

Effective : 09/16/1996

Primary : Two North Riverside Plaza

Address : Chicago, Illinois 60606

Linda A. Menich Assistant Secretary

Effective : 09/16/1996

Primary : Two North Riverside Plaza

Address : Chicago, Illinois 60606

Lori P. Shejstad Assistant Secretary

Effective : 09/16/1996

Primary : Two North Riverside Plaza

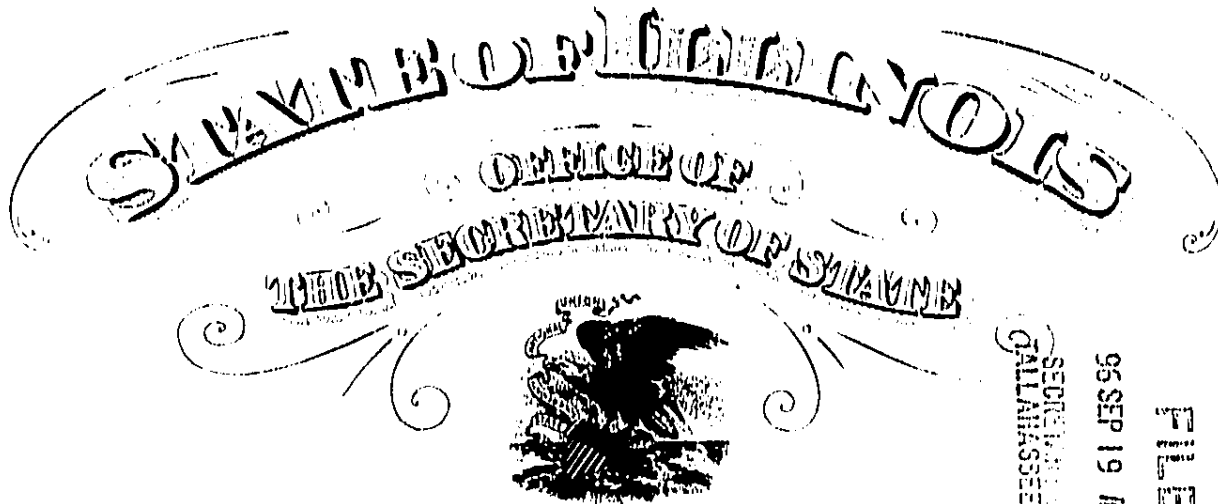
Address : Chicago, Illinois 60606

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 SEP 19 AM 11:59

FILED

File Number 5904-158-4

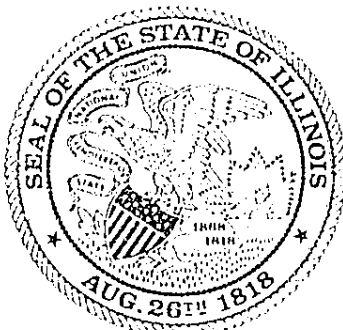


To all to whom these Presents Shall Come, Greeting

FILED
96 SEP 19 AM 11:59
SECRETARY OF STATE
GALLAHUSSEEN, ARIZONA

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

do hereby certify that ERP-QRS MARBRISA, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE SEPTEMBER 17, 1996, 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 18TH
day of SEPTEMBER A.D., 19 96

George H. Ryan
SECRETARY OF STATE

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0171
904-222-0393 FAX

800-342-8080



F96000004812

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96 OCT 15 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 117797 5017524

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 35.00

ORDER DATE : October 11, 1996

ORDER TIME : 9:03 AM

ORDER NO. : 117797-005

CUSTOMER NO: 5017524

700001974167--0

CUSTOMER: Ms. Mariann Demkovich
Equity Residential Properties
Two N. Riverside Plaza

Chicago, IL 60606

FOREIGN FILINGS

NAME: ERP-QRS MARBRISA INC.

RECEIVED
96 OCT 15 AM 9:59
DIVISION OF CORPORATION

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JUAN E. JONES

Withdrawal
10/15/96
PC

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

ERP-QRS Marbrisa, Inc.

(Name of Corporation)

Illinois

(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.

Two North Riverside Plaza, Suite 400

(Mailing Address)

Chicago, Illinois 60606

(City/State/Zip)

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96 OCT 15 PM 1:26
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

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

Mariann J. Demkovich

Signature

Secretary

Title

Mariann J. Demkovich

Typed or printed name

10/10/96

Date