

F97000005673



ACCOUNT NO. : 072100000032

REFERENCE : 576332 7101821

AUTHORIZATION : Patricia Fyquist

COST LIMIT : \$ 70.00

ORDER DATE : October 23, 1997

ORDER TIME : 10:12 AM

ORDER NO. : 576332-005

CUSTOMER NO: 7101821

000002331690--4

CUSTOMER: Ms. Kristin Deering  
Heller Financial Cfg-legal  
17th Floor  
500 W Monroe  
Chicago, IL 60661

P10128

FOREIGN FILINGS

NAME: HELLER FINANCIAL REAL ESTATE SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XXXX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 28 PM 2:09

RECEIVED  
DIVISION OF CORPORATION  
97 OCT 28 PM 1:15

**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. Heller Financial Real Estate Services, 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. 36-4182851  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9-22-97 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 10-6-97  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 500 W. Monroe  
Chicago, IL 60661  
(Current mailing address)

8. The transaction of any or all lawful business for which corporations may be incorporated under the General Corporation Law of Delaware as permitted under  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) the Illinois Corporation Act.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)  
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.*

Corporation Service Company  
By: Susan Prevost  
(Registered agent's signature)  
Susan Prevost, Asst. Secretary

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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DIVISION OF CORPORATIONS  
97 OCT 23 PM 2:08

12. Names and addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Michael P. Goldsmith

Address: 500 W. Monroe, Chicago, IL 60661

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: See attached officers rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

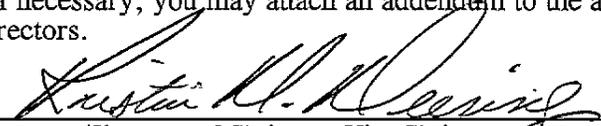
Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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DIVISION OF BUSINESS REGISTRATION  
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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. Kristin M. Deering - Assistant Secretary  
(Typed or printed name and capacity of person signing application)

**HELLER FINANCIAL REAL ESTATE SERVICES, INC.**

DIRECTORS:

Michael P. Goldsmith 500 West Monroe, Chicago, IL 60661

OFFICERS:

President Michael P. Goldsmith  
500 West Monroe, Chicago, IL 60661

Executive Vice President  
and Assistant Secretary Dittany R. Schlegman  
500 West Monroe, Chicago, IL 60661

Treasurer Kurt J. Roemer  
500 West Monroe, Chicago, IL 60661

Assistant Treasurer Jean H. Heald  
500 West Monroe, Chicago, IL 60661

Secretary Dennis K. Holland  
500 West Monroe, Chicago, IL 60661

Assistant Secretary Polly Butler  
500 West Monroe, Chicago, IL 60661

Assistant Secretary Barry Libkin  
500 West Monroe, Chicago, IL 60661

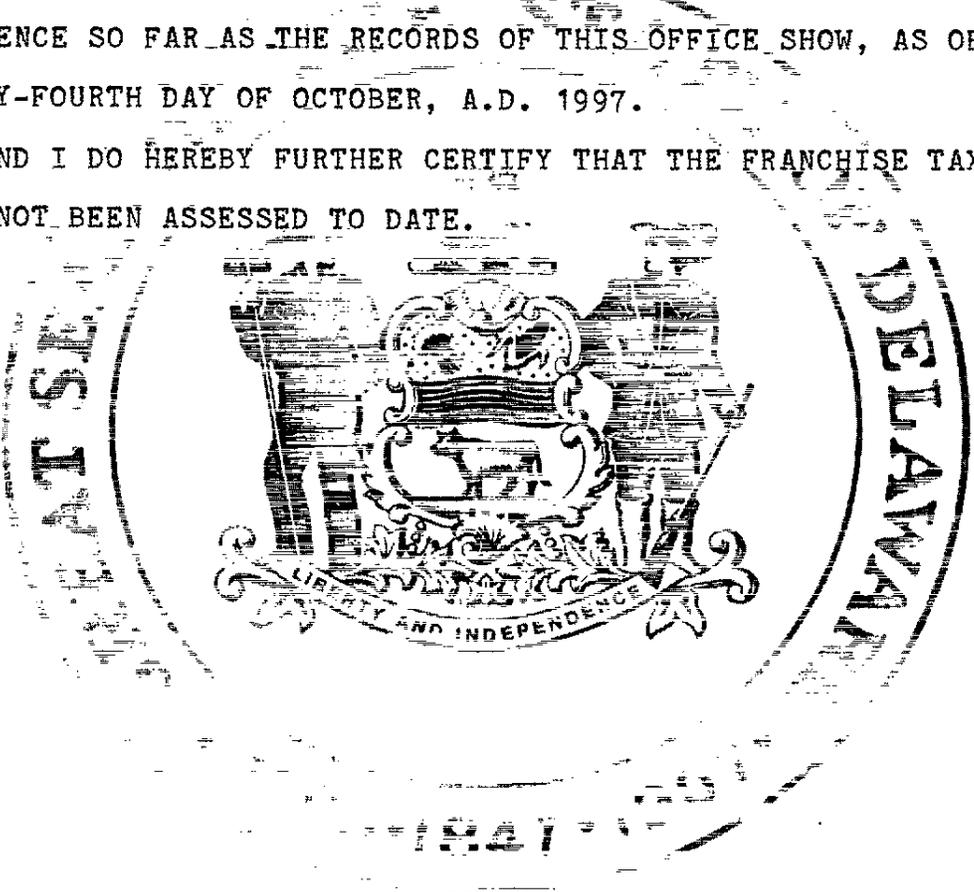
Assistant Secretary Kristin M. Deering  
500 West Monroe, Chicago, IL 60661

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SECRETARY OF STATE  
DIVISION OF CORPORATE SERVICES  
97 OCT 28 PM 2:09

State of Delaware  
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HELLER FINANCIAL REAL ESTATE SERVICES, 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 TWENTY-FOURTH DAY OF OCTOBER, A.D. 1997.

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



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 28 PM 2:10



*Edward J. Freel*  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 8720357  
DATE: 10-24-97