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LAW OFFICES
NEAL, GERBER & EISENBERG

TWO NORTH LA SALLE STREET
CHICAGO, ILLINOIS 60602

TELEPHONE
(312) 269-8000

FACSIMILE
(312) 269-1747

October 28, 1997

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-10/30/97-01112-006
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VIA FEDERAL EXPRESS

Ms. Cathy A. Mitchell
Corporate Specialist
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Letter Number: 497A0051084

Dear Ms. Mitchell:

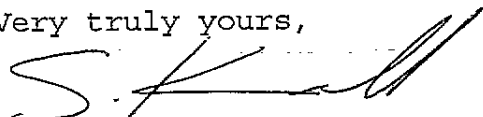
Enclosed herewith are the following documents:

1. One executed original and one photocopy of the Transmittal Letter and Application by Foreign Corporation for Authorization to Transact Business in Florida, for Oaks Mall Gainesville II, Inc. (the "Foreign Corporation Application");
2. A Certificate of Good Standing issued to Oaks Mall Gainesville II, Inc. from the Office of the Secretary of State of Delaware;
3. One executed original and one photocopy of the Certificate of Amendment to Application for Registration of Oaks Mall Gainesville Limited Partnership; and
4. A copy of your October 20, 1997 letter.

I also have enclosed a \$122.50 check in payment of the Foreign Corporation Application filing and certification fees.

Should you need additional information to complete these filings, please contact me immediately. Thank you for your assistance with this matter.

Very truly yours,



Suzanne Knoll
Legal Assistant

SK/cw
Enclosure
cc: Avram I. Feldman, Esq.

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DIVISION OF CORPORATIONS
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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Oaks Mall Gainesville II, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Suzanne Knoll

(Name of Person)

Neal, Gerber & Eisenberg

(Firm/Company)

Two North LaSalle St., Suite 2200

(Address)

Chicago, IL 60602

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Suzanne Knoll

(Name of Person)

at (312) 269-5691

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

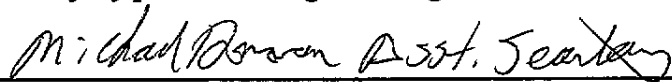
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*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. Oaks Mall Gainesville II, 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
(State or country under the law of which it is incorporated)
3. 36-4186805
(FEI number, if applicable)
4. September 17, 1997
(Date of Incorporation)
5. Perpetual
(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. 55 West Monroe Street, 31st Floor
Chicago, IL 60603
(Current mailing address)
8. To own an interest in a limited partnership
(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: (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.



(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.

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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: See Exhibit A attached hereto and made a part hereof.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

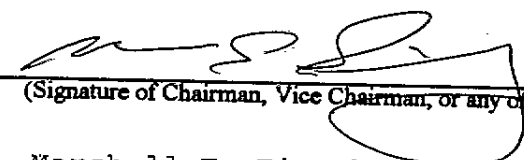
Secretary: _____

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. Marshall E. Eisenberg, Secretary
(Typed or printed name and capacity of person signing application)

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EXHIBIT A
TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO
TRANSACT BUSINESS
IN
FLORIDA
FOR
OAKS MALL GAINESVILLE II, INC.

A. BOARD OF DIRECTORS

Matthew Bucksbaum
Address: 55 West Monroe
31st Floor
Chicago, IL 60603

Robert A. Michaels
Address: 55 West Monroe
31st Floor
Chicago, IL 60603

John Bucksbaum
Address: 55 West Monroe
31st Floor
Chicago, IL 60603

Paul Chehab
Address: c/o Ivanhoe, Inc.
Montreal Trade Center
413 St. Jacques Street
Montreal Quebec
H2 Y374
Canada

Pierre Lalonde
Address: c/o Ivanhoe, Inc.
Montreal Trade Center
413 St. Jacques Street
Montreal Quebec
H2 Y374
Canada

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B. . . OFFICERS

Chairman and Chief
Executive Officer:

Matthew Bucksbaum

Address: 55 West Monroe
31st Floor
Chicago, IL 60603

President and Chief
Operating Officer:

Robert A. Michaels

Address: 55 West Monroe
31st Floor
Chicago, IL 60603

Executive Vice President:

John Bucksbaum

Address: 55 West Monroe
31st Floor
Chicago, IL 60603

Executive Vice President
and Chief Financial Officer:

Bernard Freibaum

Address: 55 West Monroe
31st Floor
Chicago, IL 60603

Senior Vice President:

Jon E. Batesole

Address: 55 West Monroe
31st Floor
Chicago, IL 60603

Senior Vice President:

Stanley Richards

Address: 55 West Monroe
31st Floor
Chicago, IL 60603

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Vice President:

Joel Bayer

Address: 55 West Monroe
31st Floor
Chicago, IL 60603

Secretary:

Marshall E. Eisenberg

Address: Two North LaSalle Street
Suite 2200
Chicago, IL 60602

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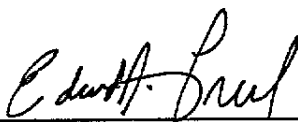
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OAKS MALL GAINSVILLE II, 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-SECOND DAY OF OCTOBER, A.D. 1997.

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DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

AUTHENTICATION:

2797509 8300

DATE: 8716728

971356712

10-22-97