

Document Number Only  
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C T Corporation System			
Requestor's Name			
660 East Jefferson Street			
Address			
Tallahassee, FL 32301			
City	State	Zip	Phone
CORPORATION(S) NAME			

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-12/11/97--01091--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

97 DEC 11 PM 3:23	FILED SECRETARY OF STATE DIVISION OF CORPORATIONS
Bay West Venture, Inc.	
d/b/a	
Bay West Venture, Inc. of Delaware	

WL  
12/11

<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"/> Fictitious Name	<input type="checkbox"/> CUS
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Call When Ready
<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Call if Problem	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
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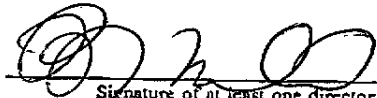
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## RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Barry A. Malkin, do hereby certify  
that this Resolution of the Board of Directors of Bay West Venture, Inc.,  
a corporation duly organized and existing under the laws of the State of Delaware,  
was duly adopted on 11/12, 1997.

Resolved, that Bay West Venture, Inc. organized  
and existing in the State of Delaware, hereby adopts the  
name Bay West Venture, Inc. of Delaware for use in Florida.

Dated: December 10, 1997



Signature of at least one director  
Barry A. Malkin, Director

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(FLA. - 2091 - 4/5/95)

**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. Bay West Venture, 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. 36-4195374

(FEI number, if applicable)

4. November 12, 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 817.156, F.S.))

7. 900 N. Michigan Ave. Ste. 1900, Chicago, Illinois 60611

(Current mailing address)

8. To be the general partner of Bay West Venture, L.P., Limited.

(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.*

C T Corporation System

Connie Bryan  
(Registered agent's signature) (Officer)

**CONNIE BRYAN**

**SPECIAL ASSISTANT SECRETARY**

(Type Name and Title of Officer)

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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

Chairman: See attached list of directors

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

Vice Chairman: See attached list of directors

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

Director: See attached list of directors

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

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

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

B. OFFICERS

President: See attached list of officers

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

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

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

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


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

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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. Craig Caffarelli, Vice President  
(Typed or printed name and capacity of person signing application)

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**OFFICERS AND DIRECTORS**

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**Bay West Venture, Inc.**

1

Name and Office	Business Address	Home Address
Caffarelli, Craig Vice President	900 N. Michigan Avenue, Chicago, IL 60611	850 N. State St. #18A, Chicago, IL 60610
Elrad, Michael Executive Vice President Treasurer	900 N. Michigan Avenue, Chicago, IL 60611	235 Dennis Lane, Glencoe, IL 60022
Geller, Norman S. Executive Vice President	9263 N. 113th Way, Scottsdale, AZ 85259	9263 N. 113th Way, Scottsdale, AZ 85259
Malkin, Barry A. Director President	900 N. Michigan Avenue, Chicago, IL 60611	442 W. Wellington, Unit 10E, Chicago, IL 60657
Nielsen, Paul C. Secretary	900 N. Michigan Avenue, Chicago, IL 60611	21021 Prestwick Dr., Barrington, IL 60010
O'Mahoney, Karen M. Assistant Secretary	900 N. Michigan Avenue, Chicago, IL 60611	2224 Seminary 2R, Chicago, IL 60614
Schwartz, Kimberly Assistant Secretary	900 N. Michigan Avenue, Chicago, IL 60611	405 N. Wabash #2202, Chicago, IL 60611

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*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAY WEST VENTURE, 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 TENTH DAY OF DECEMBER, A.D. 1997.

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

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\_\_\_\_\_  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

8803025

DATE:

12-10-97