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ACCOUNT NO. : 072100000032

REFERENCE : 683097 4304492

AUTHORIZATION : *Patricia P. Pitt*

COST LIMIT : \$ 70.00

ORDER DATE : January 27, 1998

ORDER TIME : 10:04 AM

ORDER NO. : 683097-005

CUSTOMER NO: 4304492

900002418179--5

CUSTOMER: Ruth Cordes, Legal Assistant
Rudnick & Wolfe Law Offices.
Suite 1800
203 North LaSalle Street
Chicago, IL 60601

FOREIGN FILINGS

NAME: PRE GP VII, 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: Cindy Harris

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -2 PM 12:30
2/2

RECEIVED
98 FEB -2 AM 11:33
DIVISION OF CORPORATION

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. PRE GP VII, 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. 36-4169541
(FEI number, if applicable)
4. 1-15-98
(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. 200 West Madison Street, 37th Floor, Chicago, Illinois 60606

(Current mailing address)
8. Real estate investment
(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, 32302-3300
(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: [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: (Street address ONLY- P.O. Box NOT acceptable)

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

Director
~~Chairman~~: Penny Pritzker

Address: 200 West Madison Street, 37th Floor
Chicago, IL 60606

Director
~~Vice Chairman~~: Robbin Cohen

Address: 200 West Madison Street, 37th Floor
Chicago, IL 60606

Director: John Kevin Poorman

Address: 200 West Madison Street, 37th Floor
Chicago, IL 60606

Director: _____

Address: _____

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

President: Penny Pritzker

Address: 200 West Madison Street, 37th Floor
Chicago, IL 60606

Vice President: John Kevin Poorman

Address: 200 West Madison Street, 37th Floor
Chicago, IL 60606

Secretary: John Kevin Poorman

Address: 200 West Madison Street, 37th Floor
Chicago, IL 60606

Treasurer: and Vice President: Robbin Cohen

Address: 200 West Madison Street, 37th Floor
Chicago, IL 60606

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.)

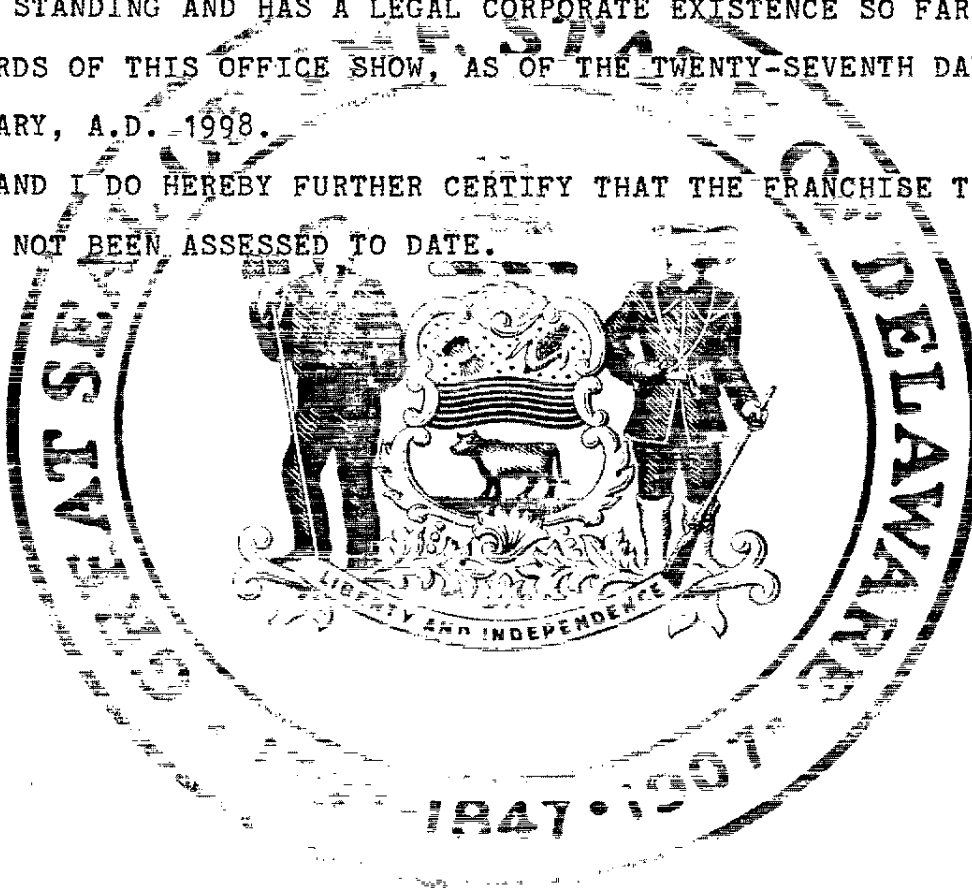
14. Robbin Cohen, Vice President

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRE GP VII, 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-SEVENTH DAY OF JANUARY, A.D. 1998.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -2 PM 12:30



Edward J. Freel, Secretary of State

2847115 8300

981031883

AUTHENTICATION:

8886299

DATE:

01-27-98