



THE UNITED STATES
CORPORATION
COMPANY

F98000002581

ACCOUNT NO. : 072100000032

REFERENCE : 808681 4804661

AUTHORIZATION : Patricia P. Smith

COST LIMIT : \$ 70.00

ORDER DATE : May 6, 1998

ORDER TIME : 12:28 PM

ORDER NO. : 808681-005

CUSTOMER NO: 4804661

CUSTOMER: Stephen E. Goodman, Esq
Schwartz & Freeman
Suite 1900
401 North Michigan Avenue
Chicago, IL 60611-4206

100002513871--9

FOREIGN FILINGS

NAME: RBG XLIV CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

File 1st
Hanks

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY - 6 PM 2:58

**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. RBG XLIV Corp.
(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
(State or country under the law of which it is incorporated)
3. 36-4220472
(FEI number, if applicable)
4. February 27, 1998
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. No business has been transacted in Florida
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 154 West Hubbard Street, Suite 250, Chicago, IL 60610
(Current mailing address)
8. Act as a general partner in Windjammer/RBG XLIV L.P.
(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, 32314
(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.

Gail Sheedy, as 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:

A. DIRECTORS

Chairman: Robert S. Goldfine

Address: 154 W. Hubbard Street, Suite 250
Chicago, IL 60610

Vice Chairman: _____

Address: _____

Director: Bernard M. Marcus

Address: 154 W. Hubbard Street, Suite 250
Chicago, IL 60610

Director: _____

Address: _____

B. OFFICERS

President: Bernard M. Marcus

Address: 154 W. Hubbard Street, Suite 250
Chicago, IL 60610

Vice President: _____

Address: _____

Secretary: Bernard M. Marcus

Address: 154 W. Hubbard Street, Suite 250
Chicago, IL 60610

Treasurer: Bernard M. Marcus

Address: 154 W. Hubbard Street, Suite 250
Chicago, IL 60610

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.

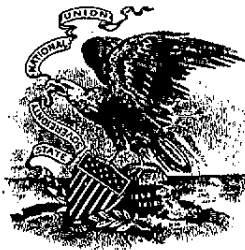
Bernard M. Marcus, President

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

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File Number 5982-253-5

STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



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To all to whom these Presents Shall Come, Greeting:

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

do hereby certify that

RBG XLIV CORP., A DOMESTIC CORPORATION,
INCORPORATED UNDER THE LAWS OF THIS STATE FEBRUARY 27, 1998,
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 9TH
day of MARCH *A.D., 19* 98

George H. Ryan

SECRETARY OF STATE