

Document Number Only

F980000005697

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301-222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

600002335546--8

-10/31/97--01092--022

*****70.00 *****70.00

Slough Parks Estaks USA INC. 97-24930

98 OCT 12 PM 2:05

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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☐ NonProfit
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☒ Foreign
☐ Limited Partnership
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OCT 31 1997

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OCT 31 1997

CHIEF CLERK

CR2E031 (1-89)

Same as P31 225



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 3, 1997

CT CORPORATION SYSTEM

SUBJECT: SLOUGH PARKS INCORPORATED
Ref. Number: W97000024930

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We have received your document for SLOUGH PARKS INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The records of this office reflect that SLOUGH PARKS INCORPORATED, a corporation organized under the laws of Delaware, previously qualified to transact business in Florida on October 8, 1990. Its certificate of authority was revoked on October 9, 1992, for failure to file its 1992 annual report as required by law. Therefore, pursuant to s. 607.15315, F.S., the corporation must reinstate its certificate of authority by submitting the enclosed reinstatement application and a check made payable to Secretary of State totaling \$1575.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 097A00053164

*Returned original application
to Tamara at CT.*

WILDMAN, HARROLD, ALLEN & DIXON

225 WEST WACKER DRIVE
CHICAGO, ILLINOIS 60606-1229

(312) 201-2000

FAX: (312) 201-2555

MICHAEL T. DONOVAN
(312) 201-2603
E-MAIL: donovan@whad.com

October 7, 1998

Jennifer Sindt
Document Examiner
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Slough Parks Incorporated
Letter Number 097A00053164

Dear Ms. Sindt:

I am writing in response to your letter dated November 6, 1997, a copy of which is enclosed. The corporation we sought to register in your state under the name Slough Parks Incorporated, is not the same Slough Parks Incorporated that was previously qualified to transact business in Florida. The Slough Parks Incorporated that was previously qualified in Florida ("Old SPI") was merged into its parent corporation, Slough Parks Holdings Incorporated on September 30, 1997, under Delaware law, with Slough Parks Holdings Incorporated as the surviving corporation. In connection with the merger, Slough Parks Holdings Incorporated changed its name to Slough Parks Incorporated ("New SPI"). Thereafter, on October 30, 1997, SDK Incorporated was merged into New SPI, with New SPI as the surviving corporation. Documents from the Delaware Secretary of State's Office, evidencing both mergers, are enclosed with this letter. Accordingly, please register New SPI to do business in Florida.

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*Provided -
Corp. is
not same.*

Please call me at the number listed above if you have any questions about this matter.

Sincerely,

WILDMAN, HARROLD, ALLEN & DIXON



Michael T. Donovan

MTD/alk
Enclosure

cc: Alan B. Roth, Esq.

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. Slough Estates USA 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. 36-2906577
(FEI number, if applicable)
4. October 7, 1976
(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. 33 West Monroe Suite 2000, Chicago, Illinois 60603
(Current mailing address)

To acquire, own, lease, hold, develop & construct real estate.
8. _____
(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)

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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

(Registered agent's signature) (Officer)

(Type Name and Title of Officer)

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: Sir Nigel Mobbs

Address: 33 West Monroe Suite 2000
Chicago, Illinois 60603

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

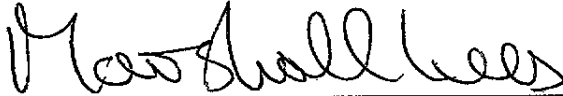
Address: _____

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 D. Lees, President

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

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Slough Parks Incorporated**

1. Marshall Lees, President
33 West Monroe Suite 2000
Chicago, Illinois 60603
2. William Rogalla, Vice President
33 West Monroe Suite 2000
Chicago, Illinois 60603
3. Randall Rohner, Vice President, Treasurer and Secretary
33 West Monroe Suite 2000
Chicago, Illinois 60603
4. Peter Fritts, Assistant Secretary
225 West Wacker Drive
Chicago, Illinois 60606

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Slough Parks Incorporated**

1. Douglas Kramer
33 West Monroe Suite 2000
Chicago, Illinois 60603
2. Marshall Lees
33 West Monroe Suite 2000
Chicago, Illinois 60603
3. Sir Nigel Mobbs
33 West Monroe Suite 2000
Chicago, Illinois 60603
4. Derreck Wilson
33 West Monroe Suite 2000
Chicago, Illinois 60603

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State of Delaware
Office of the Secretary of State

PAGE 1

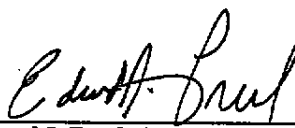
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SLOUGH ESTATES USA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel, Secretary of State

0829805 8300

AUTHENTICATION:

9290300

DATE:

981348311

09-08-98