



THE UNITED STATES
CORPORATION
COMPANY

F98000006262

ACCOUNT NO. : 072100000032

REFERENCE : 017801 4304492

AUTHORIZATION :

COST LIMIT :

Patricia Pjute
\$ 10.00

ORDER DATE : November 2, 1998

ORDER TIME : 9:21 AM

ORDER NO. : 017801-020

CUSTOMER NO: 4304492

300002686773--6

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

FOREIGN FILINGS

NAME: PRE GP, 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: Deborah Schroder

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 13 AM 10:54
8/11/98

RECEIVED
98 NOV 13 AM 9:53
DIVISION OF CORPORATIONS

**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. PRE GP, 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. 7-10-97
(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, Suite 3700,
Chicago, Illinois 60606
(Current mailing address)
8. To invest, either directly or indirectly, in real estate
(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)

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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)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

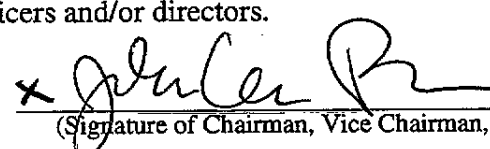
Treasurer: _____

Address: _____

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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. John Kevin Poorman, Vice President
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

<i>Name</i>	<i>Address (City and State)</i>	<i>Office</i>
A. DIRECTORS:		
Penny Pritzker	200 West Madison Street Suite 3700 Chicago, IL 60606	Director
John Kevin Poorman	200 West Madison Street Suite 3700 Chicago, IL 60606	Director
Glen Miller	200 West Madison Street Suite 3700 Chicago, IL 60606	Director
B. OFFICERS:		
Penny Pritzker	200 West Madison Street Suite 3700 Chicago, IL 60606	President
Nicholas J. Pritzker	200 West Madison Street Suite 3700 Chicago, IL 60606	Vice President
Glen Miller	200 West Madison Street Suite 3700 Chicago, IL 60606	Vice President
Harold S. Handelsman	200 West Madison Street Suite 3700 Chicago, IL 60606	Vice President
John Kevin Poorman	200 West Madison Street Suite 3700 Chicago, IL 60606	Vice President and Secretary
Robbin Cohen	200 West Madison Street Suite 3700 Chicago, IL 60606	Vice President and Treasurer

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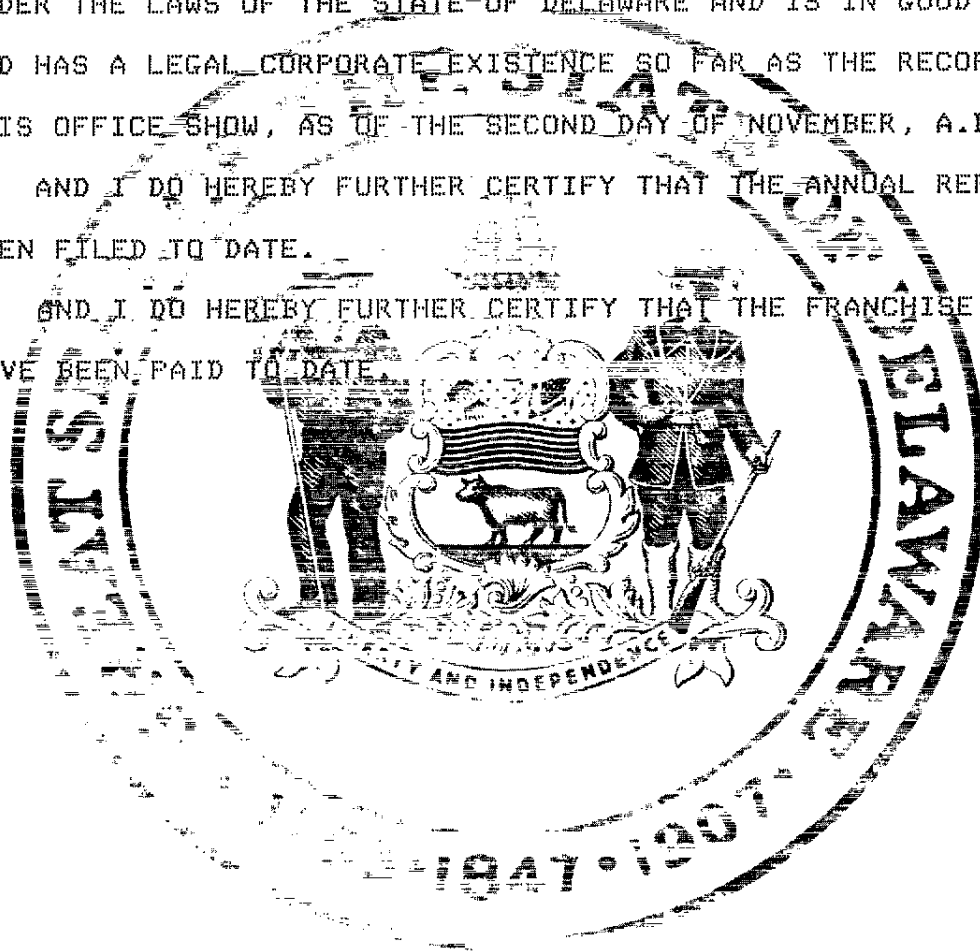
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRE GP, 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 SECOND DAY OF NOVEMBER, 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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 13 AM 10:54



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2772047 8300

DATE: 9383979

981421340

11-02-98