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ACCOUNT NO. : 072100000032

REFERENCE : 681175 4355376

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 125.00

ORDER DATE : May 1, 2000

ORDER TIME : 2:55 PM

ORDER NO. : 681175-005

500003242605--3

CUSTOMER NO: 4355376

CUSTOMER: Ms. Dianne Chiappetti
Pritzker Realty Group, Lp
200 West Madison
Suite 3700
Chicago, IL 60606

W-12045

FOREIGN FILINGS

NAME: OSCEOLA COUNTY APARTMENTS
PHASE 1A, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

RECEIVED
00 MAY -8 PM 12:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TALLAHASSEE FLORIDA
SECRETARY OF STATE

00 MAY -8 AM 10:00

FILED

W 5/9



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 8, 2000

CSC
ATTN: JANINE LAZZARINI

SUBJECT: OSCEOLA COUNTY APARTMENTS PHASE 1A, L.L.C.
Ref. Number: W00000012045

FILED
00 MAY -8 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for OSCEOLA COUNTY APARTMENTS PHASE 1A, L.L.C. and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being retained for the following:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 000A00025532

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Osceola County Apartments Phase 1A, L.L.C.
(Name of foreign limited liability company)
2. Delaware 3. Applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. April 28, 2000 5. December 31, 2049
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 200 West Madison Street, 37th Floor, Chicago, Illinois 60606
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The usual business addresses of the managing members or managers are as follows:

Pritzker Residential Equities, L.P., 200 West Madison Street, 37th Floor, Chicago, Illinois 60606

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Any and all activities

as permitted under Florida Limited Liability Company Statute and, including but not limited to investments.

See Annex A attached hereto and made a part hereof.

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Typed or printed name of signee


FILED
00 MAY -8 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ANNEX A
OSCEOLA COUNTY APARTMENTS PHASE 1A, L.L.C.

OSCEOLA COUNTY APARTMENTS
PHASE 1A, L.L.C., a Delaware limited
liability company

By: Pritzker Residential Equities,
L.P., a Delaware limited
partnership, the member

By: PRE GP, Inc., a Delaware
Corporation, the general
partner

By: 
Name: Robbin Cohen
Title: Vice President

SECRETARY OF STATE
TALLAHASSEE FLORIDA

00 MAY -8 AM 10:00

FILED

The name and the Florida street address of the registered agent are:

CORPORATION SERVICE COMPANY

Name

1201 HAYS STREET

Florida street address (P.O. Box **NOT** acceptable)

TALLAHASSEE FL 32301

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Judith L. Blawett

Registered Agent's Signature

FILED

00 MAY -8 AM 10:00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

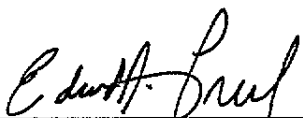
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OSCEOLA COUNTY APARTMENTS PHASE 1A, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF MAY, A.D. 2000.

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

FILED
00 MAY -8 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA





Edward J. Freel, Secretary of State

3220169 8300

001220189

AUTHENTICATION: 0411081

DATE: 05-01-00