

M03000003373

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

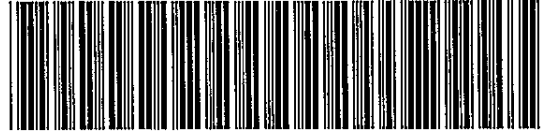
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 271333 4306193
AUTHORIZATION : *Patricia Piguts*
COST LIMIT : \$ 125.00

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03 OCT - 8 AM 10:19
TALLAHASSEE, FLORIDA

ORDER DATE : October 7, 2003
ORDER TIME : 5:25 PM
ORDER NO. : 271333-050
CUSTOMER NO: 4306193

CUSTOMER: Diane M. Kubel
Katten Muchin Zavis Rosenman
Suite 1600
525 West Monroe Street
Chicago, IL 60661-3693

FOREIGN FILINGS

NAME: MHC HERITAGE PLANTATION, 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: Susie Knight -- EXT# 1156

EXAMINER: _____

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

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

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 MAR 19
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

1. MHC Heritage Plantation, L.L.C.
 (Name of foreign limited liability company)

2. Delaware 3. 38-3689610
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. September 12, 2003 5. perpetual
 (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. Two North Riverside Plaza, Suite 800
Chicago, IL 60606
 (Street address of principal office)

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

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

MHC Operating Limited Partnership
Two North Riverside Plaza
Suite 800
Chicago, IL 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: To act as the
general partner of a limited partnership.

By: David W. Fell
 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.)
David Fell, Vice President
 Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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03 DEC -8 AM 10:19
STATE
FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

MHC Heritage Plantation, L.L.C

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

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P O Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

(City/State/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.

Corporation Service Company

By: 

(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Delaware

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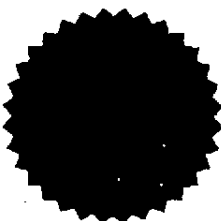
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MHC HERITAGE PLANTATION, 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 SEVENTH DAY OF OCTOBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MHC HERITAGE PLANTATION, L.L.C." WAS FORMED ON THE TWELFTH DAY OF SEPTEMBER, A.D. 2003.

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

STATE OF DELAWARE
TALMADGE STATE
BUILDING
DOVER, DELAWARE
03 OCT -8 AM 10:19
FILED



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3703429 8300

AUTHENTICATION: 2677069

030645729

DATE: 10-07-03