

M 04000004 742

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

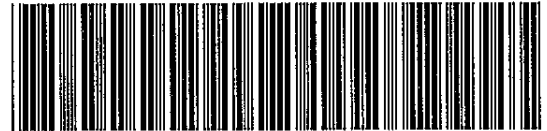
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 949360 4304584
AUTHORIZATION : Patricia Pigute
COST LIMIT : \$ 125.00

FILED
04 NOV -2 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 29, 2004
ORDER TIME : 9:36 AM
ORDER NO. : 949360-005
CUSTOMER NO: 4304584

CUSTOMER: Ms Lorena Magana
Wildman, Harrold, Allen &
Suite 3000
225 West Wacker Drive
Chicago, IL 60606

FOREIGN FILINGS

NAME: LIBERTY PLACE-ORLANDO, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. LIBERTY PLACE-ORLANDO, LLC
(Name of Foreign Limited Liability Company)
2. Illinois
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 56-2414188
(FEI number, if applicable)
4. November 12, 2003
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 920 S. Waukegan Rd, Lake Forest, IL 60045
(Street Address of Principal Office)

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

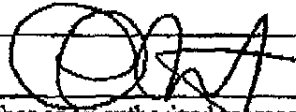
9. The name and usual business addresses of the managing members or managers are as follows:

Westminster Management Inc. 920 S. Waukegan Rd, Lake Forest, IL 60045

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: _____

Real Estate Development



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.)

Erik Moskowitz, Authorized signatory of its Managing Member

Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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:

LIBERTY PLACE-ORLANDO, LLC

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, Florida Statutes.

Corporation Service Company

**Cynthia L. Harris
as its agent**

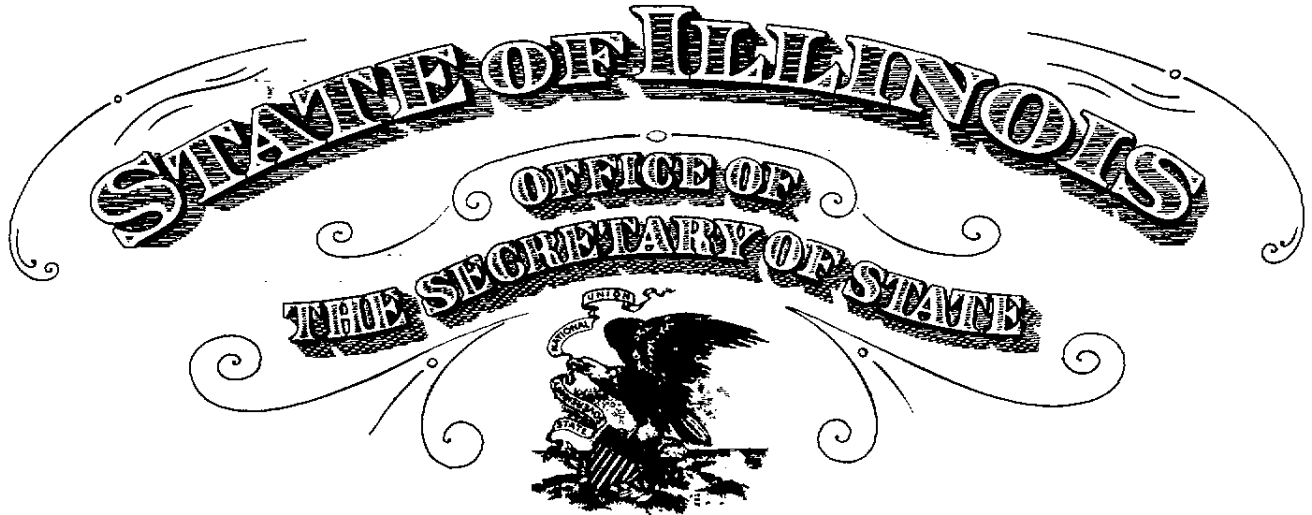
By:

Cynthia L. Harris
(Signature)

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

File Number

0104722-1



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

LIBERTY PLACE-ORLANDO, LLC,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON NOVEMBER 12, 2003,
APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED
LIABILITY COMPANY ACT OF THIS STATE RELATING TO THE FILING
OF THE ARTICLES AND PAYMENT, AND IS ORGANIZED TO TRANSACT
BUSINESS 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* 29TH
day of OCTOBER A.D. 2004

Jesse White

SECRETARY OF STATE