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2004 DEC - 1 AM 8:18
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TALLAHASSEE, FLORIDA

J. BRYAN DEC 1 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 032454 7157078

AUTHORIZATION :

COST LIMIT :

Patricia Pigot

ORDER DATE : November 30, 2004

ORDER TIME : 4:57 PM

ORDER NO. : 032454-005

CUSTOMER NO: 7157078

CUSTOMER: Ms. Jennifer R. Mulvaney
Centrum Properties Inc.
4th Floor
225 West Hubbard Street
Chicago, IL 60610-4416

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CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: MCZ/CENTRUM JEFFERSON, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Heather Chapman -- EXT# 2908

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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OFFICE OF THE CLERK OF THE SUPREME COURT
TALLAHASSEE, FLORIDA

- 1. MCZ/Centrum Jefferson, L.L.C.
(Name of Foreign Limited Liability Company)
- 2. Illinois
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. 20-1818145
(FEI number, if applicable)
- 4. October 22, 2004
(Date of Organization)
- 5. perpetual
(Duration: Year limited liability company will exist or "perpetual")
- 6. Upon filing.
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
- 7. 225 West Hubbard, 4th Floor
Chicago, IL 60610
(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:
See Attachment 1.

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

Jennifer Mulvaney
 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.)
Jennifer R. Mulvaney, Organizer
 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:

MCZ/Centrum Jefferson, 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

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CORPORATIONS
TALLAHASSEE, FLORIDA

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

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)

Attachment 1
 To
 Application by Foreign Limited Liability Company for
 Authorization to Transact Business in Florida for
 MCZ/Centrum Jefferson, L.L.C., an Illinois limited liability company

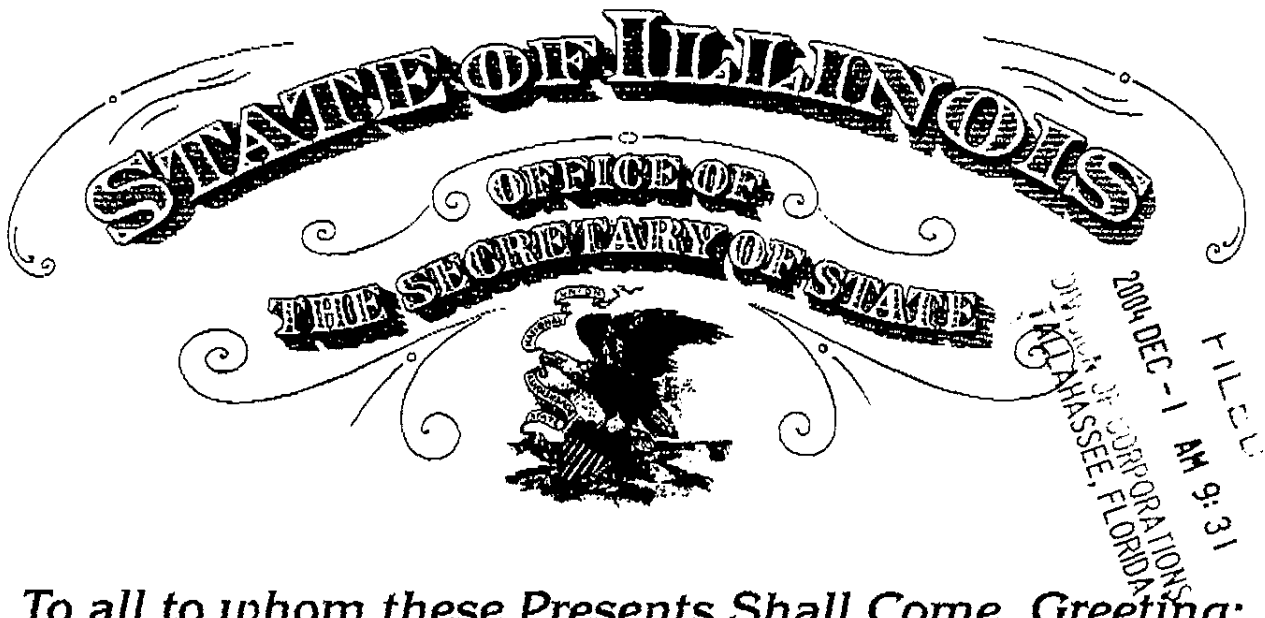
Managers:

Laurence Ashkin, 225 West Hubbard Street, 4th Floor, Chicago, IL 60610
 Arthur Slaven, 225 West Hubbard Street, 4th Floor, Chicago, IL 60610
 Michael Lerner, 1555 North Sheffield Avenue, Chicago, IL 60622
 Brian Niven, 1555 North Sheffield Avenue, Chicago, IL 60622

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 TALLAHASSEE, FLORIDA

File Number

0132553-1



To all to whom these Presents Shall Come, Greeting:

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

MCZ/CENTRUM JEFFERSON, L.L.C.,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON OCTOBER 22, 2004,
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 22ND
day of NOVEMBER A.D. 2004

Jesse White

SECRETARY OF STATE