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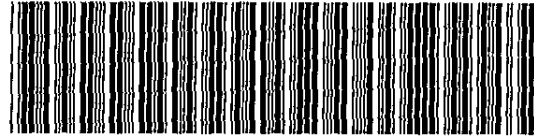
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 373444 7157078
AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 125.00

FILED
05 MAY 17 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 16, 2005
ORDER TIME : 10:48 AM
ORDER NO. : 373444-005
CUSTOMER NO: 7157078

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

FOREIGN FILINGS

NAME: MCZ/CENTRUM FLORIDA XII,
L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: _____

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TALLAHASSEE, FLORIDA

**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. MCZ/Centrum Florida XII, L.L.C.
(Name of Foreign Limited Liability Company)
- 2. Illinois 3. 20-2738440
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
- 4. April 21, 2005 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to 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)

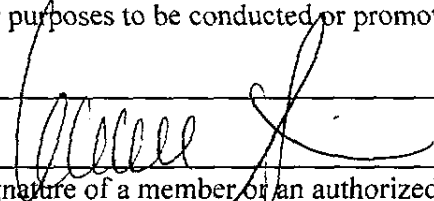
8. If limited liability company is a manager-managed company, check here

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

See attachment no. 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


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.)
Laurence Ashkin
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 Florida XII, 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

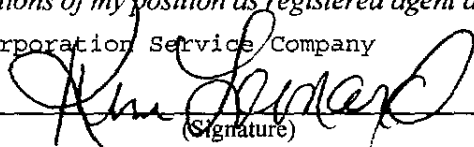
FL 32301

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, Florida Statutes.

Corporation Service Company

By:



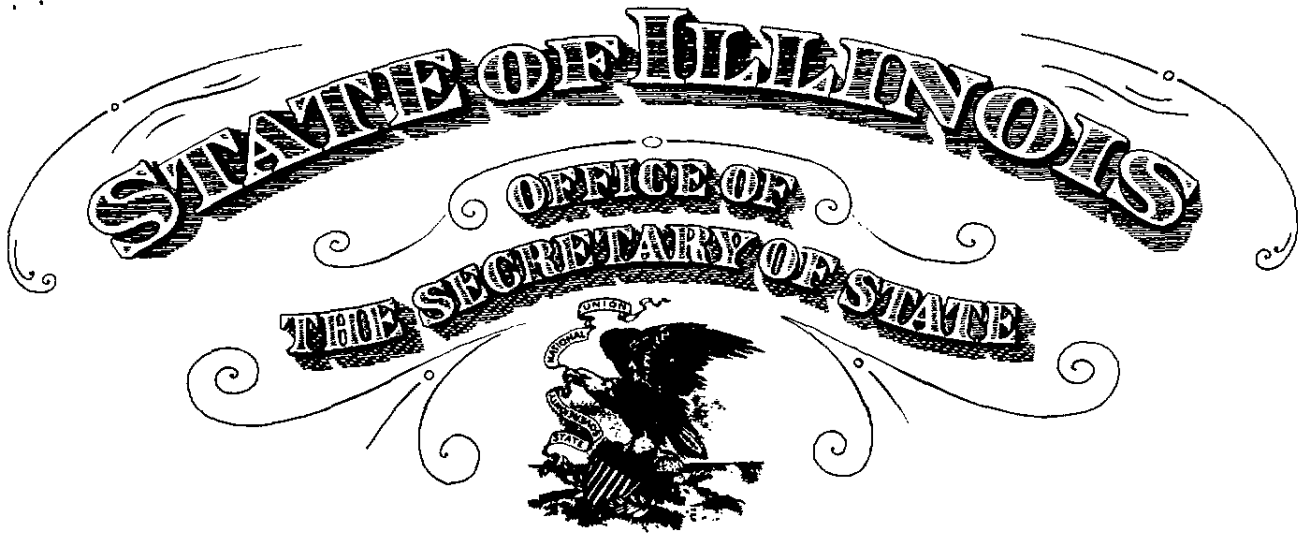
(Signature)

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

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

Managers:

Laurence Ashkin, 225 West Hubbard Street, 4th Floor, Chicago, IL 60610
John McLinden, 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

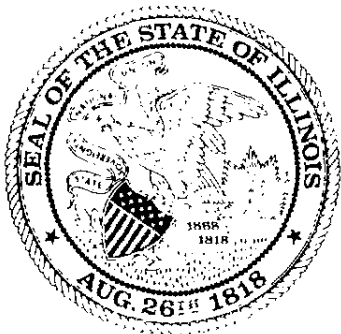


To all to whom these Presents Shall Come, Greeting:

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

MCZ/CENTRUM FLORIDA XII, L.L.C.,
 HAVING ORGANIZED IN THE STATE OF ILLINOIS ON APRIL 21, 2005,
 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* 11TH
day of MAY A.D. 2005



Jesse White

SECRETARY OF STATE