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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 0721000000032

REFERENCE : 435030 4319314

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 130.00

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ORDER DATE : June 17, 2005

ORDER TIME : 2:01 PM

ORDER NO. : 435030-040

CUSTOMER NO: 4319314

CUSTOMER: Sara Roach
Walgreen Co.
104 Wilmot Road
Law Department Ms#1425
Deerfield, IL 60015

FOREIGN FILINGS

NAME: WALGREEN REALTY RESOURCES LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull -- EXT# 2915

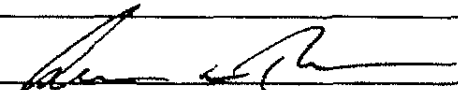
EXAMINER: _____

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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. Walgreen Realty Resources LLC
(Name of Foreign Limited Liability Company)
2. Illinois
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-2941677
(FEI number, if applicable)
4. May 27, 2005
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 104 Wilmot Road, MS #1425, Deerfield, Illinois 60015
(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:
William M. Rudolphsen, 200 Wilmot Road, Deerfield, Illinois 60015
Dana I. Green, 200 Wilmot Road, Deerfield, Illinois 60015
Allan M. Resnick, 104 Wilmot Road, Deerfield, Illinois 60015
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: See attached rider

AMR 
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.)
Allan M. Resnick, Assistant Secretary, Walgreen Co.
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:

Walgreen Realty Resources 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

By:

Anne EdDiamond

(Signature)

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

R I D E R

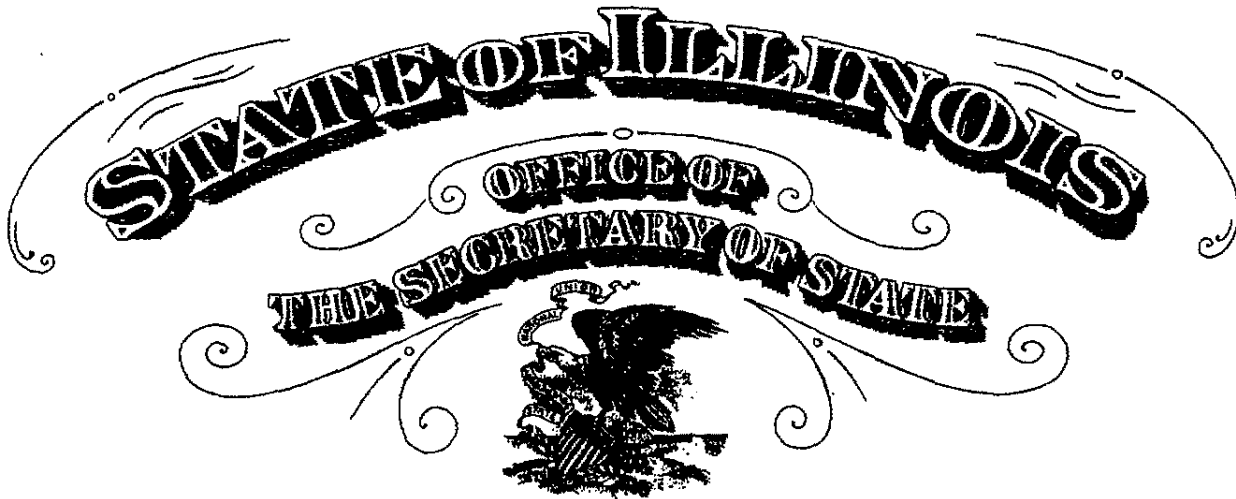
Walgreen Realty Resources LLC

Purpose

Facilities support services, and the transaction of any or all lawful business for which limited liability companies may be organized under the Illinois Limited Liability Company Act.

File Number

0152611-1



To all to whom these Presents Shall Come, Greeting:

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

WALGREEN REALTY RESOURCES LLC,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON MAY 27, 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* 17TH
day of JUNE A.D. 2005

Jesse White

SECRETARY OF STATE