

M05000005215

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

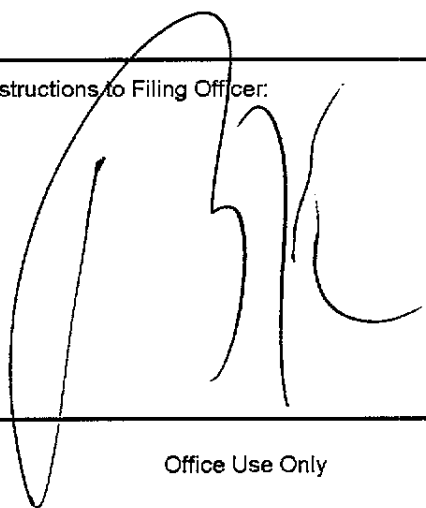
PICK-UP WAIT MAIL

(Business Entity Name)

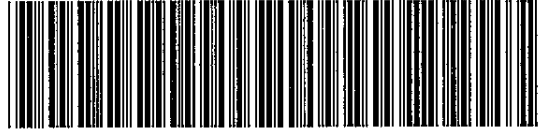
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RECEIVED



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 606521 7157078
AUTHORIZATION : *Patricia Lopez*
COST LIMIT : \$ 130.00

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 20, 2005
ORDER TIME : 3:30 PM
ORDER NO. : 606521-015
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 XIX,
L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Sara Lea -- EXT# 2914

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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. MCZ/Centrum Florida XIX, L.L.C.
(Name of Foreign Limited Liability Company)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 20-3475033
(FEI number, if applicable)

4. September 15, 2005
(Date of Organization)

5. perpetual
(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

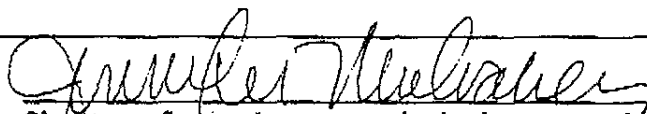
9. The name and usual business addresses of the managing members or managers are as follows:

See Attachment.

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.)
Jennifer Mulvaney

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

Managers:

Arthur Slaven, 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

Delaware

PAGE 1

The First State

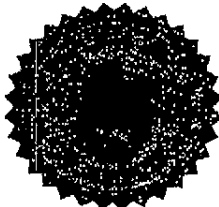
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MCZ/CENTRUM FLORIDA XIX, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MCZ/CENTRUM FLORIDA XIX, L.L.C." WAS FORMED ON THE FIFTEENTH DAY OF SEPTEMBER, A.D. 2005.

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

4030731 8300

050756556



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4158344

DATE: 09-15-05