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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 661846 7157078

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 130.00

ORDER DATE : October 19, 2005

ORDER TIME : 2:36 PM

ORDER NO. : 661846-005

CUSTOMER NO: 7157078

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TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: MCZ/CENTRUM ORLANDO III,
L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse -- EXT# 2954

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:

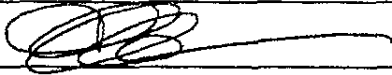
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- 1. MCZ/Centrum Orlando III, L.L.C.
(Name of Foreign Limited Liability Company)
- 2. Illinois 3. 20-3506182
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
- 4. 9/16/05 5. perpetual
(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 W. 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.)
 John McLinden

 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 Orlando III, 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: *Dawn Frantz, Asst. Sec.*
(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 Orlando III, 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
Brian Niven 1555 N. Sheffield, Chicago, IL 60622
Michael Lerner 1555 N. Sheffield, Chicago, IL 60622

File Number

0162689-2

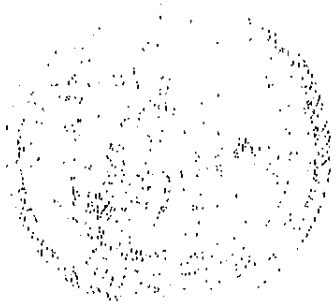


To all to whom these Presents Shall Come, Greeting:

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

MCZ/CENTRUM ORLANDO III, L.L.C.,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON SEPTEMBER 16, 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 OCTOBER A.D. 2005



Jesse White

SECRETARY OF STATE