

11060000000744

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100064475841

FILED
2006 FEB - 9 PM 2: 04
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

RECEIVED
06 FEB - 9 AM 10: 47
STATE OF FLORIDA
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 859513 7157078

AUTHORIZATION : *[Signature]*

COST LIMIT : \$125.00

ORDER DATE : February 8, 2006

ORDER TIME : 8:35 AM

ORDER NO. : 859513-010

CUSTOMER NO: -7157078

FOREIGN FILINGS

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

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: _____

FILED
2006 FEB -9 PM 2:06
TALLAHASSEE, FLORIDA

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:

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

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. 20-4241267 (FEI number, if applicable)

4. February 2, 2006 (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 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

FILED 2006 FEB - 9 PM 2:04 JEFFREY A. COOPER, CLERK TALLAHASSEE, FLORIDA

**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 Flamingo 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: _____

(Signature)

FILED
2006 FEB - 9 PM 2:04
TALLAHASSEE, FLORIDA

\$ 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 Flamingo III, L.L.C. a Delaware 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

FILED
2006 FEB -9 PM 2:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

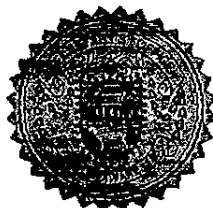
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MCZ/CENTRUM FLAMINGO III, 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 SECOND DAY OF FEBRUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MCZ/CENTRUM FLAMINGO III, L.L.C." WAS FORMED ON THE SECOND DAY OF FEBRUARY, A.D. 2006.

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

FILED
2006 FEB - 9 PM 2:04
TALLAHASSEE, FLORIDA
DEPARTMENT OF CORPORATIONS



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

4104044 8300

060100925

AUTHENTICATION: 4495985

DATE: 02-02-06