

M06000000744

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

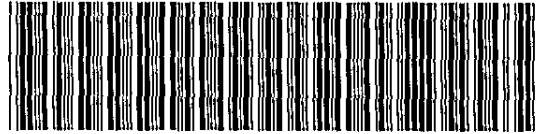
(Business Entity Name)

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RECORDS SECTION
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 887076 5124005
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 25.00

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TALLAHASSEE, FLORIDA

ORDER DATE : February 24, 2006
ORDER TIME : 1:01 PM
ORDER NO. : 887076-010
CUSTOMER NO: 5124005

FOREIGN FILINGS

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

XX LLC

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT#

EXAMINER: _____

**ARTICLES OF CORRECTION
FOR
FLORIDA OR FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to section 608.4115, F.S., this document is being submitted within the required 30 business days to correct the attached articles of organization or application to transact business in Florida

FIRST: The name of the limited liability company is:
MCZ/Centrum Flamingo III, L.L.C.

SECOND: The articles of organization or the application to transact business

(CHECK THE APPROPRIATE BOX AND COMPLETE THE APPLICABLE STATEMENT)

- Contains an incorrect statement. The incorrect statement, the reason the statement is incorrect, and the corrected statement are as follows:
The managers listed on the initial filing were not correct. The managers listed were:

Arthur Slaven, John McLinden, Brian Niven and Michael Lerner

The name and address of the managing member is: MORTON TOWERS APARTMENTS, L.P.

4582 S Ulster Street Pkwy, Suite 1100, Denver, CO 80237

OR

- Was defectively signed. The manner in which the document was defectively signed and the appropriate correction are as follows:

Dated: FEBRUARY 24, 2006

Mary M. McChesney
Signature of a member or authorized representative of a member

Mary M. McChesney, Authorized Representative

Typed or printed name of signee

Filing Fee: \$25.00
Certified Copy: \$30.00 (optional)

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 9, 2006

CSC
ATTN: AMANDA HADDAN

Qualification documents for MCZ/CENTRUM FLAMINGO III, L.L.C. were filed on February 9, 2006, and assigned document number M06000000744. Please refer to this number whenever corresponding with this office.

Your limited liability company is now qualified and authorized to transact business in Florida as of the file date. In accordance with section 608.406(2), F.S., the name of this limited liability company is filed with the Department of State for public notice only and is granted without regard to any other name recorded with the Division of Corporations.

A limited liability company annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the limited liability company address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please contact this office at the address given below.

Joey Bryan
Document Specialist
Registration/Qualification Section
Division of Corporations

Letter Number: 406A00009546

Account number: 072100000032

Amount charged: 125.00

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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. MCZ/Centrum Flamingo III, L.L.C.
(Name of Foreign Limited Liability Company)
2. Delaware 3. 20-4241267
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. February 2, 2006 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)

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TALLAHASSEE
FLORIDA


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 signer

**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

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Tallahassee, FLORIDA

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 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

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TALLAHASSEE, FLORIDA

Delaware

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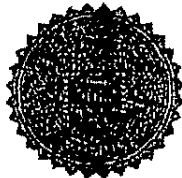
The First State

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.

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2006 FEB -9 PM 2:04
TALLAHASSEE, FLORIDA
DEPARTMENT OF CORPORATE AFFAIRS



4104044 8300

060100925

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4495985

DATE: 02-02-06