



THE UNITED STATES  
CORPORATION  
COMPANY

M97000000254

ACCOUNT NO. : 072100000032

REFERENCE : 350963 4304312

AUTHORIZATION :

Patricia Piquero

COST LIMIT : \$140.00

ORDER DATE : May 1, 1997

\$ 285.00

ORDER TIME : 10:07 AM

ORDER NO. : 350963-020

CUSTOMER NO: 4304312

900002173039--6

CUSTOMER: Mr. Chris Elston  
Jenner & Block  
One IBM Plaza  
330 Wabash  
Chicago, IL 60611

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -9 PM 2:30

FOREIGN FILINGS

NAME: POWERLINE PROPERTIES LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

RECEIVED  
97 MAY -9 AM 10:50  
DIVISION OF CORPORATION

BK  
5/9/97

**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. Powerline Properties LLC, a Delaware limited liability company  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

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

3. Applied For  
(FEI number, if applicable)

4. 5-1-97  
(Date of Organization)

5. December 31, 2065  
(Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A UPON QUALIFICATION  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 919 North Michigan Avenue, Suite 1500  
Chicago, Illinois 60611  
(Street address of principal office)

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8. List and indicate in title space provided the name, title, and business address of each managing member (MGRM) or manager (MGR). It is not necessary to list members.  
(attach additional page if necessary)

NAME AND ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Edward W. Ross	MGR		
919 North Michigan Avenue			
Suite 1500			
Chicago, IL 60611			

**Filing Fee: \$ 52.50 for Application**

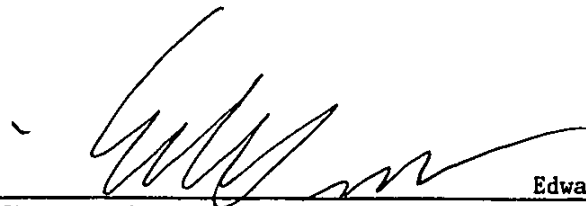
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Powerline

Properties LLC, a Delaware limited liability company deposes and says:

- 1) the above named limited liability company has <sup>one</sup> ~~at least two~~ members
- 2) the total amount of cash contributed by the member(s) is \$ 0
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ 145,450. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 145,450. This total includes amounts from 2 and 3 above.

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Edward W. Ross, Manager

Signature of a member or authorized representative of a member  
(in accordance with section 608.408(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that that facts stated herein are true.)

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Powerline Properties LLC, a Delaware  
limited liability company

2. The name and address of the registered agent and office is:

Corporation Service Company  
(Name)  
1201 Hays Street  
(P.O. Box or Mail Drop Box NOT acceptable)  
Tallahassee, Florida 32301  
(City/State/Zip)

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***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.***

By:

Carol A. DeTert, Asst. Sec.  
(Signature)

(Date)

5/6/97

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POWERLINE PROPERTIES LLC" 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 SIXTH DAY OF MAY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "POWERLINE PROPERTIES LLC" WAS FORMED ON THE FIRST DAY OF MAY, A.D. 1997.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -9 PM 2:30



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2746573 8300

DATE:

8451307

971146183

05-06-97