

m97000000612



LAW OFFICES OF

MEYER, CAPEL, HIRSCHFELD, MUNCY, JAHN & ALDEEN, P.C.

JEFFREY M. DAVIS  
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May 14, 1998

OF COUNSEL  
AUGUST C. MEYER, JR.  
RICHARD J. WINKEL, JR.  
JOHN H. MCCORD

JAMES L. CAPEL, JR. (1933-1991)

Florida Secretary of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Apartment MediaWorks, L.L.C.

Dear Sir or Madam:

Enclosed please find a copy of a Certificate of Merger for Apartment MediaWorks, L.L.C., a Delaware limited liability company and Apartment MediaWorks, L.L.C., an Illinois limited liability company effective as of May 6, 1998. With respect to this merger, enclosed please find the following documents:

1. An original Application by Foreign Limited Liability Company for Withdrawal of Authority to Transact Business in Florida and a copy of the same for Apartment MediaWorks, L.L.C., an Illinois limited liability company with a check made payable to the Florida Department of State for \$52.50;
2. An original Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, an original Affidavit of Membership and Contributions of Foreign Limited Liability Company, an original Certificate of Designation of Registered Agent/Registered Office, and copies of the same for Apartment MediaWorks, L.L.C., a Delaware limited liability company with a check made payable to the Florida Department of State for \$293.75; and
3. A certified copy of the Certificate of Formation for Apartment MediaWorks, L.L.C., a Delaware limited liability company.

|                 |   |
|-----------------|---|
| Name            |   |
| Availability    | Please process these forms as appropriate and return a Certificate of Authority and Certificate of Status to me in the enclosed envelope. |
| Document        |   |
| Examiner        | Thank you in advance for your assistance. If you have any questions, please do not hesitate to contact me.                                |
| Updater         |   |
| Updater         |   |
| Verifier        |   |
| Acknowledgement | JMD:arb   |
| Enclosures      | W. P. Verifier  |
| cc:             | Corporation Service Company   |

Cordially,

Jeffrey M. Davis

00UMDAPTMEDIAFURMANSECRSTATLTR

BURNHAM ATHENAEUM BUILDING

306 WEST CHURCH STREET

P.O. BOX 6750

CHAMPAIGN, ILLINOIS 61826-6750

May 14, 1998

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR  
WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN  
FLORIDA**

Apartment MediaWorks, L.L.C.

(Name of limited liability company)

Illinois

(Jurisdiction of its organization)

This limited liability company is no longer transacting business in Florida and surrenders its authority to transact business in this state.

This limited liability company revokes the authority of its registered agent to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in Florida.

306 West Church Street

(Mailing address)

Champaign, IL 61820

(City/State/Zip)

The limited liability company agrees to notify the Department of State in the future of any change in its mailing address.

Dated

May 7, 1998

Signatures of all members

Typed or printed name

Bryan J. Rader

Bryan J. Rader

Herbert M. Scheuer, Jr.

Herbert M. Scheuer, Jr.

Joel H. Kagan

Joel H. Kagan

Michael S. Goldner

Michael S. Goldner

Jay Clark

Jay Clark

Michael J. Kelly

Michael J. Kelly

FILED  
98 MAY 18 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA