

ICE
MILLER
DONADIO
& RYAN
M9900000838

May 24, 1999

WRITER'S DIRECT NUMBER: (317) 236-5883
direct fax: (317) 592-4653
internet: funke@imdr.com

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

400002888854--9
-05/27/99--01091--002
*****285.00 *****285.00

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Application by Foreign Limited Liability Company for Authorization to Transact
Business in Florida

Dear Division of Corporations:

Enclosed with this letter are the following materials:

1. Two (2) duplicate original Applications by Foreign Limited Liability Company for Authorization to Transact Business in Florida, for PR II, L.L.C.;
2. One original Certificate of Existence issued by the Indiana Secretary of State with respect to PR II, L.L.C.; and
3. Check made payable to the Florida Department of State in the amount of \$285 (\$250 filing fee for Application and Affidavit and \$35 for designation of registered agent).

FILED
93 MAY 27 PM 1:00
SECRETARY OF STATE
INDIANAPOLIS, INDIANA

M99-838

Name	PR II
Availability	PR II
Agent	PR II
Online	PR II
Enter	PR II
Ver	PR II
Agent	PR II
Verifier	PR II

Florida Department of State
May 24, 1999
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We would appreciate your processing these materials at your earliest convenience. Please provide evidence of processing directly to me, so that I may forward it to the appropriate representative of PR II, L.L.C. Should you have any questions or need any further information as you review the application, please feel free to contact me directly.

Very truly yours,

ICE MILLER DONADIO & RYAN



Sarah K. Funke

SKF/je
Enclosures

480066.1

FILED
MAY 27 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. PR II, L.L.C.
(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.)

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

3. applied for
(FEI number, if applicable)

4. April 29 1999
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to
exist or "perpetual")

6. The Company is not presently transacting business in Florida. It is anticipated that
the Company will begin transacting business sometime between June 1, 1999 and July 1, 1999.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 77 West Wacker Drive, Suite 4200

Chicago, Illinois 60601

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Prime Residential, L.L.C. Sole Member

77 West Wacker Dr., Suite 4200

Chicago, IL 60601

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99 MAY 27 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official
having custody of records in the state 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.)

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

The undersigned member or authorized representative of a member of PR II, L.L.C.
_____ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000 (initial contribution)
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1,300,000.
(This total includes amounts from 2 and 3 above.)

Prime Residential, L.L.C., an Indiana limited liability company,
its ~~sole member~~

By: 

Signature of a member or an 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 the facts
stated herein are true.)

RICHARD F. CAVENAUGH

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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09 MAY 27 PM 5:00
SECRETARY OF STATE
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:

PR II, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

1200 S. Pine Island Rd.

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation,

FL

33324

City/State/Zip

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99 MAY 27 PM 5:00
SECRETARY OF STATE
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.

Anne E. Diamond

(Signature)

Anne E. Diamond, Asst. Secy.

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the limited liability company records and the proper official to execute this certificate.

I further certify that records of this office disclose that

PR II, L.L.C.

filed Articles of Organization effective April 29, 1999, and is a limited liability company duly organized and existing under the laws of the State of Indiana.

I further certify this limited liability company has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twenty-ninth day of April, 1999.



Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State *[Signature]*
Deputy