

P97000005445



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 225713 7122068

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Project

ORDER DATE : January 16, 1997

ORDER TIME : 10:03 AM

ORDER NO. : 225713-005

CUSTOMER NO: 7122068

CUSTOMER: Mr. Mark Pullman
RETAIL PORTFOLIO GROUP

Po Box 66091

Amf Ohare, IL 60666

800002062008--6

FILED
97 JAN 17 AM 7:49
TALLAHASSEE, FLORIDA
SECRET

DOMESTIC FILING

NAME: AIRPORT RETAIL PORTFOLIO
GROUP (INTERNATIONAL) INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

RECEIVED
97 JAN 17 AM 11:28
DIVISION OF CORPORATION

KL
1:21 97

ARTICLES OF INCORPORATION

97 JAN 17 AM 7:49
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TALLAHASSEE FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Airport Retail Portfolio Group (International) Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

AIRPORT RETAIL PORTFOLIO GROUP
BOX 66091 AMF O'HARE
CHICAGO IL 60666-0091

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Common Stock, No Par Value, 1,000 Authorized

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

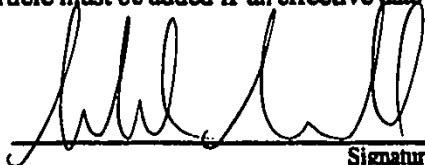
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Michael E. Mermall
227 West Monroe Street
Suite 3900
Chicago, Illinois 60606

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

9th day of January, 1997.

(An additional article must be added if an effective date is requested.)



Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, 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 corporation is Airport Retail Portfolio Group (International) Inc.

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, FL 32301
(CITY/STATE/ZIP)

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Having been named as registered agent and to accept service of process for the above stated corporation 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.

Deborah D. Skipper
(SIGNATURE)

Deborah D. Skipper, As Agent

01-17-97
(DATE)