Req	uestor's Name	5
Address City/State/Zip Phone #		Office Use Only
1. Compo	pration Name)	MBER(S), (if known): (Document #)
3.	oration Name)	(Document #)
Walk in Mail out	Pick up time Will wait Photoco	(Document #) Certified Copy Dopy Certificate of Status
NEW FILINGS Profit	AMENDMENTS Amendment	Director Director
NonProfit	Resignation of R.A., Officer	/ Director
Limited Liability	Change of Registered Agent	RFG ALL
Domestication	Dissolution/Withdrawal	
Other	Merger	9
OTHER FILINGS Annual Report Fictitious Name	REGISTRATION/ QUALIFICATION Foreign	
Name Reservation	Limited Partnership	7
Name (Ceservation	Reinstatement	
	Trademark	
	Other	

Examiner's Initials

CR2E031(1/95)

ARTICLES OF INCORPORATION OF HOLLY HILL, INC.

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I. Name

The name of the Corporation is Holly Hill, Inc.

II. Term of Existence

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

III. Principal Office

The principal office and mailing address of the Corporation is 222 N. LaSalle Street, Suite 200, Chicago, Illinois 60601.

IV. Capital Stock

The Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, which will be designated Common Stock.

V. **Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 3953 W.W. Kelley Road, Tallahassee, FL 32311 and the name of its initial registered agent at such address is Lexis Document Services Inc.

VI. <u>Purposes</u>

The purpose for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, is to act as a land trustee under a Florida land trust.

VII. Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>

Address

Nicholas R. Minear

Suite 1800 203 North LaSalle Street Chicago, Illinois 60601-1293

VIII. <u>Affiliated Transactions</u>

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

IX. Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

X. Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XI. Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XII. Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on March 6, 1997.

Nicholas R. Minear, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, Lexis Document Services Inc. agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated: 3-6, 1997.

LEXIS DOCUMENT SERVICES INC.

Name: Anthony E. MACKAY A 555 SEC

Title: ASST. SEC , Lexis Document Sorvices

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