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ACCOUNT NO. : 072100000032  
REFERENCE : 242053 7137378  
AUTHORIZATION : Patricia Pyjunt  
COST LIMIT : \$ 346.25

ORDER DATE : May 17, 1999  
ORDER TIME : 9:33 AM  
ORDER NO. : 242053-005 600002878406--8  
CUSTOMER NO: 7137378  
CUSTOMER: Clayton Nottleman, Paralegal  
Duval & Stachenfeld LLP  
32nd Floor  
405 Lexington Avenue  
New York, NY 10174

FOREIGN FILINGS

NAME: 142 BISCAYNE ASSOCIATES,  
L.L.C.

XXXX QUALIFICATION (TYPE: LL)

FILED  
99 MAY 18 AM 10:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	5/18/99	CERTIFIED COPY
Availability	DCC	PLAIN STAMPED COPY
	XX	CERTIFICATE OF GOOD STANDING
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Updater	CONTACT PERSON: Mimi Stephens	
Updater Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	DCC	

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

5 pages

M99000000749

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. 142 Biscayne Associates, L.L.C.  
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. Delaware 3. 36-4293519  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. May 13, 1999 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon filing  
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155,

7. c/o Plato Foufas & Co., 1 IBM Plaza, Suite 2630, Chicago, IL 60611  
(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:
<u>142nd Street Associates,</u> (Member)		<u>IRP 142 Biscayne Special</u> (Member)	
<u>L.P.</u>		<u>Member, L.L.C.</u>	
<u>c/o Plato Foufas &amp; Co.</u>		<u>c/o ING Realty Management</u>	
<u>1 IBM Plaza, Suite 2630</u>		<u>676 N. Michigan Ave., Suite 3350</u>	
<u>Chicago, IL 60611</u>		<u>Chicago, IL 60611</u>	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

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.)

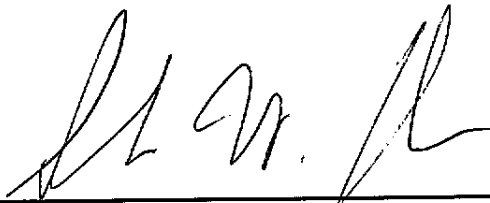
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TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of 142 Biscayne Associates, L.L.C.  
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 \$ 0 ;
- 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 \$ 25,075,000. ;  
(This total includes amounts from 2 and 3 above.)



\_\_\_\_\_  
**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 the facts stated herein are true.)

Shannon Hill

\_\_\_\_\_  
Typed or printed name of signee

**FILED**  
99 MAY 18 AM 10:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Filing Fee: \$250.00 for Application and Affidavit**

**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:

142 Biscayne Associates, L.L.C.

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee, Florida 32301

(City/State/Zip)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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.*

Karen B. Rozar  
(Signature)

**Karen B. Rozar, Asst. Sec.  
Corporation Service Company**

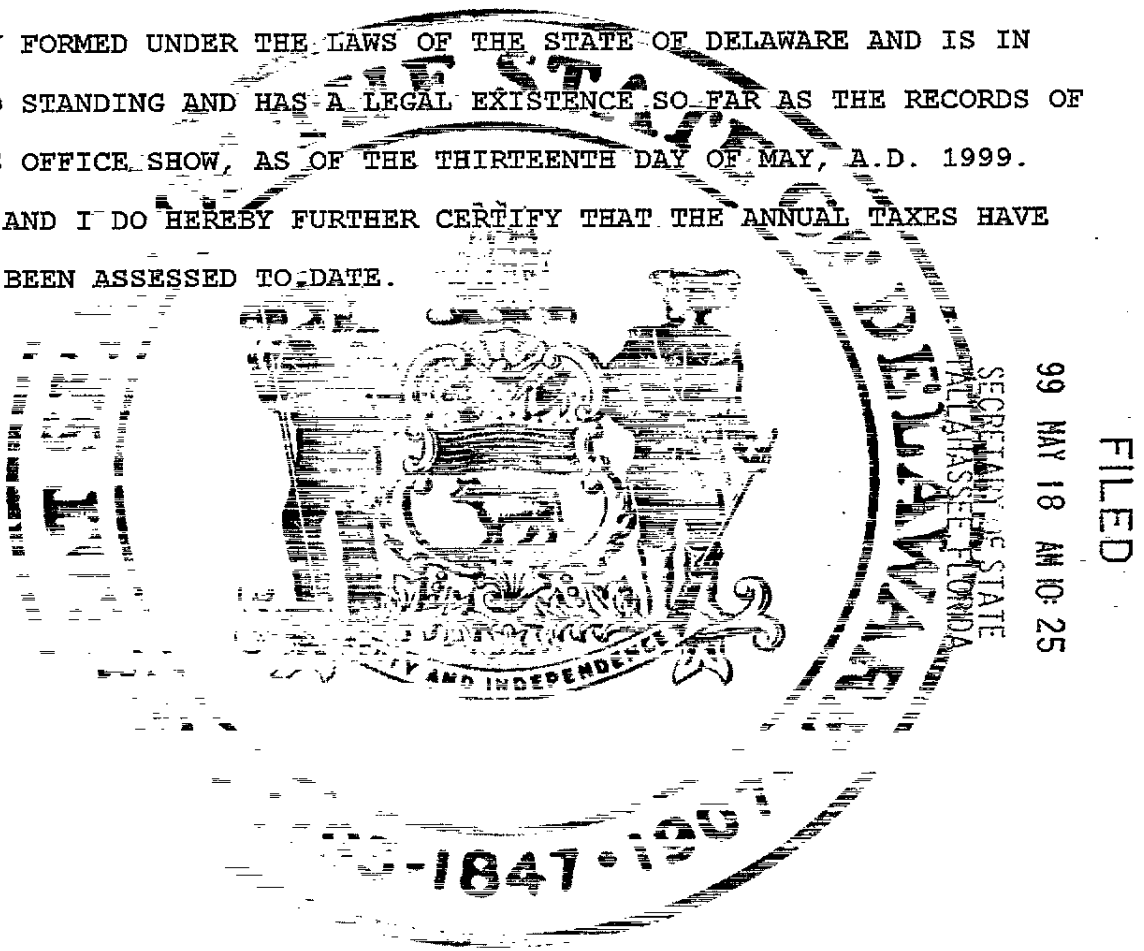
**Filing Fee: \$ 35 for Designation of Registered Agent**

*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "142 BISCAYNE ASSOCIATES, L.L.C." 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 THIRTEENTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

3042512 8300

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AUTHENTICATION: 9743218

DATE: 05-13-99