

UNOFFICIAL COPY

00051611

7272/0108 08 001 Page 1 of 8

2000-01-20 16:46:40

Cook County Recorder

35.50



00051611

Form LP 202
(Rev. Jan. 1999)

Filing Fee \$25

SUBMIT IN DUPLICATE!

Return to: Department of
Business Services
Limited Partnership Division
Room 357, Howlett Building
Springfield, IL 62756
Telephone: (217) 785-8960
<http://www.sos.state.il.us>

All correspondence regard-
ing this filing will be sent to
the registered agent of the
limited partnership unless a
self-addressed envelope with
pre-paid postage is included.

JESSE WHITE
SECRETARY OF STATE
STATE OF ILLINOIS

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
(Illinois limited partnership)
(Please type or print clearly)

1. Limited partnership's name: AT&T/Stein Phase II Limited Partnership
2. File number assigned by the Secretary of State: C006028
3. Federal Employer Identification Number (F.E.I.N.): 36-3783300
4. The certificate of limited partnership is amended as follows:
(Check **all** applicable changes here and specify them in item 5.)
(Address changes, P.O. Box alone and c/o are unacceptable)
 - a) Admission of a new general partner (give name and business address in item 5 on reverse).
 - b) Withdrawal of a general partner (give name in item 5 on reverse).
 - c) Change of registered agent and/or registered agent's office (give new name and address **including county** on item 5 on reverse).
 - d) Change in the address of the office at which the records required by Section 201 of the Act are kept (give new address, **including county**, in item 5 on reverse).
 - e) Change in the general partners name and/or business address (give name and new address in item 5 on reverse).
 - f) Change in the partners' total aggregate contribution amount (give new dollar amount in item 5 on reverse).
 - g) Change in limited partnership's name (give new name in item 5 on reverse).
 - h) Change in date of dissolution (give new date in item 5 on reverse).
 - i) Other (give information in item 5 on reverse).

LPR312/14/99:01:8647: 25.00 MU
SOSIL C006028 FILED 202

5. Place Item #4 changes here:

- 4a. AT&T Corp., a New York corporation,
Room 2S20, 150 Mt. Airy Road, Basking Ridge, NJ 07920
- 4b. AT&T Resource Management Corporation, a New York corporation
- 4c. Anthony J. Aiello, Sidley & Austin, 10 S. Dearborn, Chicago, IL 60603 -- Cook County
- 4d. c/o AT&T Corp., Room 2S20, 150 Mt. Airy Road, Basking Ridge, NJ 07920 -- Somerset County

If additional space is needed for item 4, it must be continued in the same format on a plain white 8 1/2 x 11 sheet, which must be stapled in this form.

6. NAME(S) & BUSINESS ADDRESS(ES) OF GENERAL PARTNER(S)

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

The original certificate of amendment must be signed by a general partner, all new general partners and at least one withdrawing general partner.

SIGNATURE AND NAME	BUSINESS ADDRESS
1. Signature <u>By: Stein & Company 222 W. Adams, Inc.</u>	Number/Street <u>350 N. Clark</u>
Type or print name and title <u>Richard A. Hanson</u> <u>Richard A. Hanson</u> President	City/town <u>Chicago</u>
Name of General Partner if a corporation or other entity <u>222 West Adams Associates, an Ill.</u>	State <u>IL</u> ZIP Code <u>60610</u>
<u>Limited partnership by its General Partner,</u> <u>Stein & Company 222 West Adams, Inc., an Ill. corp.</u>	
** 2. Signature <u>/s/ Stephen M. Brazzell</u>	Number/Street <u>Room 2S20, 150 Mt. Airy Road</u>
Type or print name and title <u>Stephen M. Brazzell</u> <u>Global Real Estate Vice President</u>	City/town <u>Basking Ridge</u>
Name of General Partner if a corporation or other entity <u>AT&T Corp., a New York corporation</u>	State <u>NJ</u> ZIP Code <u>07920</u>
** 3. Signature <u>/s/ Stephen M. Brazzell</u>	Number/Street <u>Room 2S20, 150 Mt. Airy Road</u>
Type or print name and title <u>Stephen M. Brazzell</u> <u>Global Real Estate Vice President</u>	City/town <u>Basking Ridge</u>
Name of General Partner if a corporation or other entity <u>AT&T Resource Management Corporation, a</u>	State <u>NJ</u> ZIP Code <u>07920</u>
<u>New York corporation</u>	

(Signatures must be in **BLACK INK** on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

** by AT&T Corp., the surviving entity in a merger which became effective between the two corporations on 12/29/95 (a copy of the Certificate of Merger is attached hereto as Exhibit B).

DO NOT SEND CASH!

** See Exhibit A attached hereto for original signatures.

5. Place Item #4 changes here:

- 4a. AT&T Corp., a New York corporation,
Room 2S20, 150 Mt. Airy Road, Basking Ridge, NJ 07920
- 4b. AT&T Resource Management Corporation, a New York corporation
- 4c. Anthony J. Aiello, Sidley & Austin, 10 S. Dearborn, Chicago, IL 60603 -- Cook County
- 4d. c/o AT&T Corp., Room 2S20, 150 Mt. Airy Road, Basking Ridge, NJ 07920 -- Somerset County

LPR312/14/99:01:8647:
SOSIL 0006028 FILED 202

25.00 MU

If additional space is needed for item 4, it must be continued in the same format on a plain white 8 1/2 x 11 sheet, which must be stapled to this form.

6. NAME(S) & BUSINESS ADDRESS(ES) OF GENERAL PARTNER(S)

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

The original certificate of amendment must be signed by a general partner, all new general partners and at least one withdrawing general partner.

SIGNATURE AND NAME

BUSINESS ADDRESS

1. Signature _____

Number/Street 350 N. Clark

Type or print name and title _____

City/town Chicago

Name of General Partner if a corporation or

other entity 222 West Adams Associates, an Ill.

State IL ZIP Code 60610

limited partnership by its General Partner,

Stein & Company, West Adams, Inc., an Ill. corp.

** 2. Signature [Signature]

Number/Street Room 2S20, 150 Mt. Airy Road

Type or print name and title Stephen M. Brazzell

City/town Basking Ridge

Global Real Estate Vice President

Name of General Partner if a corporation or

other entity AT&T Corp., a New York corporation

State NJ ZIP Code 07920

** 3. Signature [Signature]

Number/Street Room 2S20, 150 Mt. Airy Road

Type or print name and title Stephen M. Brazzell

City/town Basking Ridge

Global Real Estate Vice President

Name of General Partner if a corporation or

other entity AT&T Resource Management Corporation, a

State NJ ZIP Code 07920

New York corporation

(Signatures must be in **BLACK INK** on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

** by AT&T Corp., the surviving entity in a merger which became effective between the two corporations on 12/29/95 (a copy of the Certificate of Merger is attached hereto as Exhibit B).

DO NOT SEND CASH!

** See Exhibit A attached hereto for original signatures.

State of New York
Department of State } *ss:*

LPR312/14/99:01:8647: 25.00 MU
SOSIL 0006028 FILED 202

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **DEC 07 1999**



[Handwritten signature]

Special Deputy Secretary of State

00051611

Page 4 of 8

UNOFFICIAL COPY

00051611
19951222 000409

CERTIFICATE OF MERGER

of
AT&T RESOURCE MANAGEMENT CORPORATION
into
AT&T CORP.

(Under Section 905 of the Business Corporation Law)

It is hereby certified by the corporation named herein as the surviving corporation as follows:

FIRST: The Board of Directors of the parent corporation named herein as the surviving corporation has adopted a Plan of Merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said surviving corporation.

SECOND: The name of the subsidiary corporation to be merged, which was organized under the laws of the State of New York by consolidation, on December 31, 1930, is AT&T Resource Management Corporation ("RMC"). The name under which said corporation was formed is 195 Broadway Corporation.

THIRD: The name of the surviving corporation is AT&T Corp.; the Certificate of Incorporation was filed by the New York Department of State on March 3, 1885; and the name under which said corporation was formed is American Telephone and Telegraph Company.

FOURTH: The designation and number of outstanding shares of each class of RMC, all of which are owned by the surviving corporation, as set forth in the Plan of Merger, are as follows:

<u>Designation</u>	<u>Number</u>
Common Shares	330,000

FIFTH: The effective date of the merger herein certified, insofar as the provisions of the New York Business Corporation Law govern such effective date, shall be the 29th day of December, 1995.

LPR312/14/99:01:8547:
SERIAL 0005028 FILED

202

IN WITNESS WHEREOF, we have subscribed this certificate on the date set forth below and do affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

AT&T Corp.

By:

Marilyn J. Wasser
Marilyn J. Wasser
Vice President - Law and Secretary
of the surviving corporation

By:

Peter M. Suzuki
Peter M. Suzuki, Assistant Secretary
of the surviving corporation

Dated: December 21, 1995

Property of Cook County Clerk's Office

NOV 23 12/14/99 01:01:01:8647
FILED 202

25.01

2

UNOFFICIAL COPY

951222000409

CERTIFICATE OF MERGER
OF
AT&T RESOURCE MANAGEMENT CORPORATION
INTO
AT&T CORP.

(Under Section 905 of the Business Corporation Law)

107

JL SYSTEMS 39

FILED BY:

DONNA HART
AT&T LAW & GOVERNMENT AFFAIRS
131 MORRISTOWN ROAD
ROOM A2016
BASKING RIDGE, NJ 07920

STATE OF NEW YORK
DEPARTMENT OF STATE
DEC 22 1995

LP312/14/99:01:8647:
SDSIL:0005028: FILED

3

951222000409

25

Property of Cook County Clerk's Office

UNOFFICIAL COPY

Property of Cook County Clerk's Office

Return To:
Denise M. Kerschack
Sidley & Austin
10 S. Dearborn
Chicago, IL 60707