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Cook County Recorder 29.00

File Number 6160-308-5



State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF MERCHANDISE MART PROPERTIES, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 27TH day of APRIL A.D. 2001 and of the Independence of the United States the two hundred and 25TH .



Jesse White

Secretary of State

Box 128

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

This space for use by
Secretary of State

FILED

Date 4/27/01

APR 27 2001

JESSE WHITE
SECRETARY OF STATE

License Fee \$ _____
Franchise Tax \$ 31.25
Filing Fee \$ 75.00
Penalties \$ 21.00
Approved: \$ 327.25

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: Merchandise Mart Properties, Inc.

(Complete item 1(b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: 9/3/97

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: Suite 470, The Merchandise Mart
200 World Trade Center Chicago
Chicago, IL 60654

(b) Address of principal office in Illinois:
(If none, so state) same

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent	First Name	Middle Name	Last Name
Michael F. Csar	Michael	F.	Csar
Registered Office	Number	Street	Suite #
321 N. Clark Street	321	N. Clark Street	3400
	City	ZIP Code	County
Chicago	Chicago	60610	Cook

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
Delaware

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	See Attached			
Secretary				
Director				
Director				
Director				

If more than 3, attach list

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7. Purpose or purposes proposed to be pursued in transacting business in this state (If not sufficient space to cover this point, add one or more sheets of this size.)

To engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law and admitted to transact business under the Illinois Business Corporation Act, as amended.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	N/A	NPV	1,000	1,000

9. Paid-in Capital: \$ 1,000 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

- 10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 1,245,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 112,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 50,380,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 28,353,000

11. Interrogatories: (Important - this section must be completed.) 200 World Trade Center Chicago Chicago, IL

** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: Chicago, IL

(b) Number of shares of all classes owned by residents of Illinois: 0

(c) Number of shares of all classes owned by non-residents of Illinois: 1,000

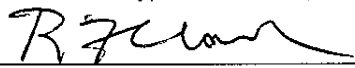
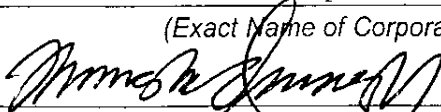
(d) Is the corporation transacting business in this state at this time? Yes

(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: 1/1/01

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**)

Dated March 23, 2001 Merchandise Mart Properties, Inc.
 (Month & Day) (Year) (Exact Name of Corporation)

attested by  by 
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Randall F. Clark, Asst. Secretary Thomas M. Kennedy, Vice President
 (Type or Print Name and Title) (Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

Rider to Application for Certificate of Authority Illinois
Merchandise Mart Properties, Inc.

Name	Title	Address
Steven Roth	Director	888 7th Ave. FL 44 New York, NY 10106
Michael D. Fascitelli	Director	888 7th Ave. FL 44 New York, NY 10106
Russell B. Wight, Jr.	Director	210 RTE 4 E Paramus, NJ 07652
Christopher G. Kennedy	President	158 Melrose Avenue Kenilworth, IL 60043
Thomas M. Kennedy	Executive Vice President/Chief Operating Officer/Secretary	1500 N. Lake Shore Drive Chicago, IL 60610
John H. Brennen, III	Executive Vice President	1085 Hill Road Winnetka, IL 60093
Randall F. Clark	Senior Vice President/Assistant Secretary/Treasurer	1526 Eagle Vista New Lenox, IL 60451
Michael A. Kraus	Vice President	6311 Carrie Court Crystal Lake, IL 60014
Edward Collins	Vice President	546 N. Oak Park Avenue Oak Park, IL 60302-1642
Mark Falanga	Vice President	219 Broadway Wilmette, IL 60091
Myron D. Maurer	Vice President	05352 Park Street Winfield, IL 60190
Susan A. McCullough	Vice President	3734 Pebble Beach Road Northbrook, IL 60062
Thomas Mitchell	Vice President	3815 Belle Aire Circle Roanoke, VA 24018

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Richard Norfolk	Vice President	2016 Candelan Drive High Point, NC 27265
Donald E. Peters	Vice President	140 Franklin Avenue River Forest, IL 60305
Melvin R. Schlitt	Vice President	1460 Graystone Drive Aurora, IL 60504
Joan Ulrich	Vice President	1917 N. Lincoln Park West Chicago, IL 60614
Jennifer Woolford	Vice President	515 Gregory Avenue Wilmette, IL 60091
Gary Seibel	Vice President	5856 Nagle Avenue Hillview Park, CA 91401
Paul Watson	Vice President	800 E. Ocean Blvd. Long Beach, CA 90802
Jon Weiglin	Vice President	918 Dorothea Road La Habra Heights, CA 90631
Joseph Macnow	Executive Vice President	210 Rte 4 E Paramus, NJ 07652

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Katherine M. Flaherty

Vice President

3800 North Shore Drive #15D
Chicago, IL 60613