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Doc#: 0434827069
Eugene "Gene" Moore Fee: \$32.00
Cook County Recorder of Deeds
Date: 12/13/2004 12:34 PM Pg: 1 of

Property of Cook County Clerk's Office

Certificate of Merger

30 North Michigan Avenue, L.L.C., an Illinois limited liability company
into

30 North Michigan Avenue, L.L.C., a Delaware limited liability company

NCS 102041 Cmg 10F1 OEC

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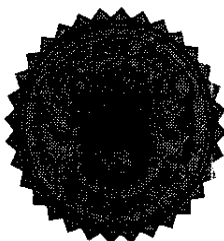
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"730 NORTH MICHIGAN AVENUE, L.L.C.", A ILLINOIS CORPORATION, WITH AND INTO "730 NORTH MICHIGAN AVENUE, L.L.C." UNDER THE NAME OF "730 NORTH MICHIGAN AVENUE, L.L.C.", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF DECEMBER, A.D. 2004, AT 4:21 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3531592

DATE: 12-08-04

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State of Delaware
Secretary of State
Division of Corporations
Delivered 04:21 PM 12/07/2004
FILED 04:21 PM 12/07/2004
SRV 040881466 - 3862196 FILE

CERTIFICATE OF MERGER**OF**

730 NORTH MICHIGAN AVENUE, L.L.C.
(an Illinois limited liability company)

WITH AND INTO

730 NORTH MICHIGAN AVENUE, L.L.C.
(a Delaware limited liability company)

Pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware and Section 37.25 of the Illinois Limited Liability Company Act

730 North Michigan Avenue, L.L.C., a Delaware limited liability company (the "Company"), does hereby certify as follows:

FIRST: The name and state of formation of each of the constituent entities is: (i) 730 North Michigan Avenue, L.L.C., an Illinois limited liability company (the "Illinois LLC"), and (ii) 730 North Michigan Avenue, L.L.C., a Delaware limited liability company.

SECOND: An Agreement of Merger (the "Merger Agreement") providing for the merger of the Illinois LLC with and into the Company, with the Company as the surviving entity (the "Surviving LLC"), has been approved, adopted, certified, executed and acknowledged by each of the Illinois LLC and the Company in accordance with Sections 180/37.20 and 180/37.25 of the Illinois Limited Liability Company Act, in the case of the Illinois LLC, and Sections 18-204 and 18-209 of the Limited Liability Company Act of the State of Delaware, in the case of the Company.

THIRD: The name of the Surviving LLC from this merger will be 730 North Michigan Avenue, L.L.C.

FOURTH: The executed Merger Agreement is on file at the Company's principal place of business, located at 522 Fifth Avenue, New York, New York 10036, c/o J.P. Morgan Investment Management Inc., Attention: Mary Ann Cate.

FIFTH: A copy of the Merger Agreement will be furnished by the Company, as the Surviving LLC, on request and without cost to any member of the Illinois LLC or of the Company.

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IN WITNESS WHEREOF, the Surviving LLC has caused this Certificate of Merger to be signed by its duly authorized manager in its name, as of December 7, 2004.

730 NORTH MICHIGAN AVENUE, L.L.C.,
a Delaware limited liability company

By: 730 NMA Holding, Inc.,
its Sole Member and Manager

By: /s/ David Zachar
Name: David Zachar
Title: President

By: /s/ Julie Negron
Name: Julie Negron
Title: Vice President & Secretary

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Mare to:

Carolyn Grainger
First American Title Ins Co.
30 N. LaSalle St., Suite 310
Chicago, IL 60602

First American Title
Order # _____