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CERTIFICATE OF LIMITED PARTNERSHIP
OF
211 LIMITED PARTNERSHIP

The undersigned do hereby certify and acknowledge that they have formed a Limited Partnership pursuant to a Limited Partnership Agreement (the "Partnership Agreement") dated as of September 15, 1983 and to that end certify as follows:

I. The name under which the Partnership is to be conducted is 211 LIMITED PARTNERSHIP (the "Partnership").

II. The character of the business of the Partnership is (a) to invest in and act as a General Partner of the 211 West Wacker Drive Limited Partnership, an Illinois limited partnership and (b) to engage in such other related activities as shall be determined from time to time by the Voting General Partner; to incur indebtedness for any of the foregoing purposes; and to carry on any other activities necessary to, in connection with or incidental to any of the foregoing.

III. The location of the principal place of business shall be Suite 1621, Two Illinois Center, Chicago, Illinois 60601.

IV. The names and addresses of the Voting General Partners, the Nonvoting General Partners and the Limited Partners are set forth on Schedule A annexed hereto and made a part hereof. The Voting General Partner and the Nonvoting General Partners and the Limited Partners are sometimes collectively referred to as the "Partners".

V. The term for which the Partnership is to exist shall commence on the date of the Partnership Agreement, September 15, 1983 and shall continue until December 31, 2030 unless sooner terminated pursuant to the Partnership Agreement.

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VI. At the time of formation of the Partnership, each Voting and Nonvoting General Partner will deposit the cash and property set forth in Schedule A and each Limited Partner will contribute the cash and deposit its recourse promissory note in the amount set forth in Schedule A attached hereto. The aggregate amount of all such notes is \$125,000.00. No Limited Partner shall be required to make any additional contribution to the capital of the Partnership except as set forth in Schedule A.

VII. The contributions of the Limited Partners are to be returned only upon the dissolution and liquidation of the Partnership if funds are available after payment of creditors or at such earlier time at the discretion of the Voting General Partner.

VIII. The share of the profits ("Percentage Interest") or other compensation by way of income which each Limited Partner shall receive by reason of this contribution is set forth in Schedule A hereto.

IX. No Limited Partner is given the right to substitute any assignee as a limited partner in his place without the written consent of the Voting General Partner, which shall be within its sole and absolute discretion.

X. No Limited Partner is given any priority over any other Limited Partner as to contributions or as to compensation by way of income.

XI. No right is given to continue the business of the Partnership upon the termination, bankruptcy or insolvency of the Voting General Partner except (i) if one or more of the venturers of the Voting General Partner assume all of the Partnership obligations and liabilities of the original Voting General Partner; or (ii) if none of the venturers of the Voting General Partner so elect, all Partners elect in writing to continue the Partnership. The business of the Partnership is automatically continued upon the death, retirement or insanity of one or more Nonvoting General Partners.

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XII. No Limited Partner is given the right to demand and receive property other than cash in return for his contribution.

DATED as of the 15th day of September 1983.

VOTING GENERAL PARTNERS

211 WEST WACKER DEVELOPMENT VENTURE

BY: *Albert H. Scherb, Jr.*
Albert H. Scherb, Jr.

BY: *William B. Hoag*
William B. Hoag

BY: *Michael J. Klonoski*
Michael J. Klonoski

BY: *Kyle O. Ahrberg*
Kyle O. Ahrberg

NONVOTING GENERAL PARTNERS

Robert O. Barr
Robert O. Barr

Wilson A. Campbell
Wilson A. Campbell

John (Jack) V. Cozzie
John (Jack) V. Cozzie

H. J. Dauphinee
H. J. Dauphinee

Anthony J. Mitchell
Anthony J. Mitchell

James B. Planey
James B. Planey

Robert M. Splendoria
Robert M. Splendoria

LIMITED PARTNERS

Robert O. Barr
Robert O. Barr

Wilson A. Campbell
Wilson A. Campbell

John (Jack) V. Cozzie
John (Jack) V. Cozzie

H. J. Dauphinee
H. J. Dauphinee

James B. Planey
James B. Planey

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STATE OF ILLINOIS }
COUNTY OF COOK } ss.

I, KAREN OSIECKI MEEHAN

a Notary Public in and for said County, in the State aforesaid, do hereby certify that ALBERT H. SCHERB, JR., WILLIAM D. HOAG, MICHAEL J. KLONSKI, KYLE O. AHRBERG, voting general partners

personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that they signed, sealed and delivered the said instrument as their free and voluntary act, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 15th day of September A. D., 1983.

Karen Osiecki Meehan
Notary Public

My commission expires January 7, 1987

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STATE OF ILLINOIS }
COUNTY OF COOK } ss.

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I, KAREN OSIECKI MEEHAN

a Notary Public in and for said County, in the State aforesaid, do hereby certify that ROBERT O. BARR, WILSON A. CAMPBELL, JOHN (JACK) V. COZZIE, H. J. DAUPHINEE, ANTHONY MITCHELL, JAMES B. PLANEY, ROBERT M. SPLENDORIA, non-voting general partners

personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that they signed, sealed and delivered the said instrument as their free and voluntary act, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 15th day of September A. D., 1983.

Karen Osiecki Meehan
Notary Public

My commission expires January 7, 1987

STATE OF ILLINOIS }
COUNTY OF COOK } ss.

I, KAREN OSIECKI MEEHAN

a Notary Public in and for said County, in the State aforesaid, do hereby certify that ROBERT O. BARR, WILSON A. CAMPBELL, JOHN (JACK) V. COZZIE, H. J. DAUPHINEE, JAMES B. PLANEY, the limited partners

personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that they signed, sealed and delivered the said instrument as their free and voluntary act, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 15th day of September A. D., 1983.

Karen Osiecki Meehan
Notary Public

My commission expires January 7, 1987

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