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File Number

5463-015-8

87254572

SEAL OF THE STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF OXFORD DEVELOPMENT CORPORATION INCORPORATED UNDER THE LAWS OF THE STATE OF MINNESOTA HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE TO TRANSACT ALL BUSINESS IN ILLINOIS UNDER THE ASSUMED NAME OF OXFORD DEVELOPMENT CORPORATION OF ILLINOIS AS PROVIDED BY THE "BUSINESS CORPORATION ACT" OF ILLINOIS, IN FORCE JULY 1, A.O. 1984.

Now Therefore, I, Jim Edgar, 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, as to be affixed the Great Seal of the State of Illinois,*

at the City of Springfield, this _____ **16TH**

day of _____ **APRIL** _____ **AD. 19** **87** *and*

of the Independence of the United States

the two hundred and _____ **11TH** _____



Jim Edgar

SECRETARY OF STATE

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BCA-13.15 (Rev. Jul. 1984)

8 7 2 5 4 3 7 2 File #

Submit in Duplicate

JIM EDGAR
Secretary of State
State of Illinois

Remit payment in Certified Check,
Cashiers' Check or a Money Order,
payable to "Secretary of State".
DO NOT SEND CASH!

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO TRANSACT
BUSINESS IN ILLINOIS

This Space For Use By Secretary of State	
Date	4-16-87
License Fee	\$.50
Franchise Tax	\$ 25.00
Filing Fee	\$ 75.00
Penalties	\$
Clerk	\$ 100.50

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is Oxford Development Corporation
(Shall contain the word "corporation", "company", "incorporated",

or "limited"; or shall contain an abbreviation of one of such words)

(To be completed only if the corporate name is not available)

and, the name which it elects to assume for use in Illinois, hereby agreeing NOT to use its corporate name in the transaction of business in Illinois, is Oxford Development Corporation of Illinois

2. State or Country of Incorporation MX; Date of Incorporation 11/5/84; Period of Duration perpetual

3. The address of its principal office, wherever located, is 2049 Century Park East, Suite 2750, Los Angeles, California 90067

and the address of its principal office in Illinois is None

4. The name and address of its registered agent and its registered office in Illinois are:

Registered Agent C T CORPORATION SYSTEM
First Name Middle Name Last Name

Registered Office c/o C T CORPORATION SYSTEM, 208 S. La Salle Street
Number Street Suite # (A PO box alone is not acceptable)
Chicago 60604 Cook
City Zip Code County

5. The states and countries in which it is admitted or qualified to transact business are:

California and Kentucky Colorado, Georgia and Oregon

6. The names and respective residential addresses of its officers and directors are:

PLEASE SEE EXHIBIT A ATTACHED HERETO

	No. & Street	City	State	Zip
President				
Secretary				
Director				
Director				
Director				

If more than 3 attach list

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Real Estate Development and to engage in any lawful act or activity for which a corporation may be organized under the Minnesota Business Corporation Act and permitted by the Illinois Business Corporation Act.

If not sufficient space to cover this form, add one or more sheets of this size

7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business in this State are:

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Form BCA-13.15

File No.

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACT BUSINESS IN ILLINOIS

Filing Fee \$75.00 plus applicable license fee
and franchise tax

FILED

APR 16 1987

JIM EDGAR
Secretary of State

RETURN TO:
Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 --- 782-6961

PAID

APR 17 1987

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SECRET

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OXFORD DEVELOPMENT CORPORATION
(Last Name of Corporation)
Michael Lansky
(Signature of President or Vice President)
VICE PRESIDENT—LEGAL
Michael Lansky
(Type or Print Name and Title)

Dated April 6 19 87
attested by [Signature]
(Signature of Secretary or Assistant Secretary)
John D. Adams - Assistant Secretary
(Type or Print Name and Title)

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

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8. The number of shares which it is authorized to issue and which it has issued are:

Class	* Par Value	Number of Shares Authorized	Number of Shares Issued
Common	0	25,000	1,000

* A declaration as to a "par value" is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate "none".

9. The amount of paid-in capital** is \$ 1,000

** "Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.

(COMPLETE EITHER #10 or #11, below)

10. The corporation elects to pay its license fees and its franchise taxes on the basis of 100% of its paid-in capital.

11. (a) —Give an estimate of the total value of all the property of the corporation for the following year \$ 1,000

(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 \$ 0

(c) —State the estimated total business of the corporation to be transacted by it everywhere for the following year \$ 1,000

(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 \$ 250

12. INTERROGATORIES

... (a) To what office or offices will all contracts with the corporation be forwarded for final acceptance?
2049 Century Park East, Suite 2750, Los Angeles, California 90067

(b) The number of shares of all classes owned by residents of Illinois is:
0

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

(d) Is the corporation transacting business in this State at this time?
no

(e) If your answer is in the affirmative, state the exact date on which it commenced to transact business in Illinois:

13. This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated by the proper officer of the State or Country wherein it is incorporated, which certification is not more than ninety (90) days old.

• 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 #12(a) lists ONLY an Illinois address, then the total business as reflected in #11(c) is also considered to be an Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation attests 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 #12(a).

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Exhibit A

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President and Director	D. Noble Love	2049 Century Park East Suite 2750 Los Angeles, CA 90067
Sr. VP and Chief Financial Officer	Robert E. Boyd	120 Adelaide St. West Suite 1700 Toronto, Ontario M5H 1T1
VP-Legal, Secretary, Treasurer	Michael Lansky	2049 Century Park East Suite 2750 Los Angeles, CA 90067
VP-Development and Director	Charles B. Runnels	2049 Century Park East Suite 2750 Los Angeles, CA 90067
VP	Dennis M. Moloney	2049 Century Park East Suite 2750 Los Angeles, CA 90067
VP-Legal and Assistant Secretary	John J. Wallace	120 Adelaide Street West Suite 1700 Toronto, Ontario M5H 1T1
VP-Human Resources	Gregory G. Boudreau	120 Adelaide Street West Suite 1700 Toronto, Ontario M5H 1T1
Assistant Treasurer	Joshua A. Fein	2049 Century Park East Suite 2750 Los Angeles, CA 90067
Assistant Secretary	Jean D. Adams	2049 Century Park East Suite 2750 Los Angeles, CA 90067

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BCA-4.15/4.20 (Rev. Jul. 1984)

Submit in Duplicate

Remit payment in Check or Money Order, payable to "Secretary of State"

DO NOT SEND CASH!

JIM EDGAR
Secretary of State
State of Illinois

APPLICATION TO ADOPT,
CHANGE OR CANCEL
AN ASSUMED CORPORATE NAME

File #

This Space For Use By Secretary of State	
Date	4-16-87
Filing Fee	\$ 110.00
Clerk	[Signature]

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby submits the following application to adopt, change or cancel an assumed corporate name. (Strike inapplicable words)

- The true name of the corporation is Oxford Development Corporation
- The State or Country of incorporation is Minnesota
- The date incorporated (if an Illinois corporation) or the date authorized to transact business in Illinois (if a foreign corporation) is 4-16, 19 87.
(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)
- The corporation intends to adopt and to transact business under the assumed corporate name of Oxford Development Corporation of Illinois
- The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until 4-1, 19 90, the first day of the corporation's anniversary month in the next year which is evenly divisible by five.
(Complete No. 6 if changing or cancelling an assumed corporate name.)
- The corporation intends to cease transacting business under the assumed corporate name of _____

The undersigned corporation has caused this application to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated April 6, 19 87 Oxford Development Corporation
(Exact Name of Corporation)

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

JEAN D. ADAMS - ASSISTANT SECRETARY Michael Landry
(Type or Print Name and Title) (Type or Print Name and Title)

NOTE: The filing fee to adopt or to change an assumed corporate name is \$20 plus \$2.50 for each month or part thereof between the date of filing this application and the date upon which the corporation may renew its use.

The fee for cancelling an assumed corporate name is \$5.00.

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Form BCA-4.15/4.20

File No. _____

APPLICATION TO ADOPT,
CHANGE OR CANCEL AN
ASSUMED CORPORATE NAME

FILED

APR 16 1987

JIM EDGAR
Secretary of State

PAID
APR 17 1987

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 - 782-9520

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11/19/87

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