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LP 1205

JIM EDGAR
Secretary of State
State of Illinois

89019089

Submit in Duplicate

\$25 filing fee. See other side for acceptable forms of payment.

CERTIFICATE TO BE GOVERNED BY THE REVISED UNIFORM LIMITED PARTNERSHIP ACT (Pre-existing Illinois Limited Partnership)

Pursuant to the provisions of the Revised Uniform Limited Partnership Act, the preexisting limited partnership named below is hereby governed by that Act, effective at the time this certificate is filed in the office of the Secretary of State.

- The limited partnership's name is: MS/JMB Venture II
- The Federal Employer Identification Number (F.E.I.N.) is: 36-3132936 (Note 1)
- The limited partnership's registered agent's name and registered office address is:

Registered Agent: Levinson Alan
 Last Name First Name Middle Name
Metropolitan Structures
 Firm Name (if any)

Registered Office: 111 East Wacker Drive 1200
 (P.O. Box alone Number Street Suite #
 Is unacceptable)
Chicago Cook Illinois 60601
 City County Zip Code

- The office address, including county, at which the records required by Section 104 are to be kept is:
111 East Wacker Drive, Suite 1200
Chicago, Illinois 60601 (Note 2)
- The limited partnership's purpose(s) is: 6511 and 6552

6. The latest date upon which the limited partnership is to dissolve is: December 31, 2067

7. The county in which the preexisting limited partnership's original certificate of limited partnership was filed is: Cook
 Recording date: July 14, 1981 Document of Book & Page No.: 25937315

8. The total aggregate amount of cash and the aggregate agreed value of other property or services contributed by the partners and which they have agreed to contribute is: \$ 1.00

9. A brief statement of the partners' membership termination and distribution rights, if any. One 8-1/2" x 11" standard paper may be used, if needed, and attached to this form. The full text of such rights should be on file in the partnership's Section 104 office.
 See attached Schedule A

10. The names (last name first) and business addresses of all general partners must be listed on a separate plain white 8-1/2" x 11" sheet which must be stapled to this form.
 See attached Schedule B

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

All general partners are required to sign the certificate to be governed by the Revised Uniform Limited Partnership Act.

JMB/WACKER CORPORATION
 By Stuart C. Nathan
 Its President

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 15.00

See attached Schedule C
 If additional space is needed, this must be continued in the same format on a plain white 8-1/2" x 11" sheet, which must be stapled to this form. Number of additional pages: 3

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File No. _____

**CERTIFICATE TO BE GOVERNED
BY THE REVISED UNIFORM
LIMITED PARTNERSHIP ACT**

\$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."

DO NOT SEND CASH!

All correspondence regarding this filing will
be sent to the registered agent of the
limited partnership unless a self-addressed
envelope is included.

RETURN TO:

Secretary of State
Corporation Department
Limited Partnership Division
Springfield, Illinois 62756
Telephone (217) 785-8960

CP-71

Property of Cook County Clerk's Office

68061068

NOTES

Note 1: If the Federal Employer Identification Number has not been obtained at the time of filing this document, it shall be obtained and shall be reported to the Secretary of State within 180 days after the date of filing this certificate.
Note 2: If this office is outside of Illinois, it must be the limited partnership's principal place of business.

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SCHEDULE A

MS/JMB VENTURE II

Item 9.

Upon the dissolution and liquidation of the partnership, following the payment of all debts and liabilities and expenses of liquidation and subject to cash reserves set up for contingencies, distribution shall be determined according to partnership percentages provided for in the partnership agreement.

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SCHEDULE B

MS/JMB VENTURE II

Item 10:

JMB/Wacker Corporation
Suite ~~3000~~ 1900
900 North Michigan Avenue
Chicago, Illinois 60611

Metropolitan Structures,
an Illinois general partnership
Suite 1200
111 East Wacker Drive
Chicago, Illinois 60601

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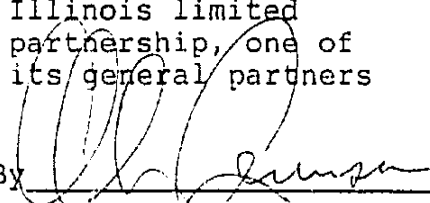
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SCHEDULE C

MS/JMB VENTURE II

METROPOLITAN STRUCTURES, an
Illinois general partnership

By: Metco Properties, an
Illinois limited
partnership, one of
its general partners

By 
Alan Levinson, a General Partner

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