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File Number 92295649

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



DEPT. OF REVENUE \$25.00
TAXID. TRAN. 0943 04/30/92 02147:00
REG. # 6 X-92-295649
COOK COUNTY RECORDER

Property of Cook County Clerk's Office

Whereas,

APPLICATION FOR WITHDRAWAL OF
EXEMPT PROPERTIES, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA 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. 1981.

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Now, Therefore, I, George H. Ryan, 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 have at my hand and name to

be affixed the Great Seal of the State of Illinois

at the City of Springfield, this 3TH

day of MARCH A.D. 1992 and

of the Independence of the United States

the two hundred and 16TH

George H Ryan

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Form **BCA-13.45**

APPLICATION FOR CERTIFICATE OF WITHDRAWAL AND FINAL REPORT

3-5-92 422-119-3

(Rev. Jan. 1991)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1833

FILED

MAR -5 1992

SUBMIT IN TRIPLICATE

This space for use by Secretary of State

Date 3-5-92
License Fee \$
Franchise Tax \$
Filing Fee \$ 25.00
Penalty \$
Interest \$
Approved *m*

Remit payment in check or money order, payable to "Secretary of State"

GEORGE H. RYAN
SECRETARY OF STATE

- CORPORATE NAME: OXFORD PROPERTIES, INC.
- STATE OR COUNTRY OF INCORPORATION: CALIFORNIA
- Post office address to which may be mailed a copy of any process against the corporation that may be served on the Secretary of State:
c/o Oxford Development Group Inc.
Suite 1700 120 Adelaide St. W., Toronto, Ontario
Canada M5H 1T1
- No portion of its issued shares at this time is represented by business transacted or property located in this State.
- It surrenders its authority to transact business in Illinois.
- It revokes the authority of its registered agent in Illinois to accept service of process, and hereby consents that service of process in any suit, action or proceeding based upon any cause of action arising in this State during the time this corporation was licensed to transact business in this State may hereafter be made on such corporation by service thereof upon the Secretary of State.

(COMPLETE ONLY WHEN APPLICABLE)

- (a) List all issuances of shares not previously reported to the Secretary of State (including shares issued for cash or other property, share dividends, share splits, share exchanges pursuant to Section 11.10, and shares to effect an exchange or reclassification of issued shares) and give the value of the entire consideration received therefor, less expenses, but any amounts added or transferred to paid-in capital, without the issuance of shares

Date of issuance or Contribution	Class	Par Value	Number of Shares Issued	Entire Consideration Received
				\$
				\$
			TOTAL	\$

- (b) List all cancellations of shares not previously reported to the Secretary of State, and give the cost

Date of Cancellation	Class	Number of Shares Canceled	Cost
			\$
			\$
		TOTAL	\$

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8. Issued shares at date of execution

Class	Series	Par Value	Number of Shares
Common	---	\$1.00	1,000

9. Paid-in capital at date of execution:

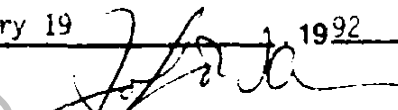
Paid-in Capital \$ 45,419,000

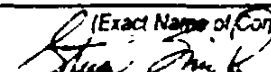
(*Paid-in Capital* replaces the terms "Stated Capital" and "Paid-in Surplus" and is equal to the total of these accounts.)

10. 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.

Dated February 19 1992

OXFORD PROPERTIES, INC.

attested by 
(Signature of Secretary or Assistant Secretary)
John H. Wallace
Senior Vice President, Legal & Secretary
(Type or Print Name and Title)

(Exact Name of Corporation)
by 
(Signature of President or Vice President)
Stuart H.S. Smith
President
(Type or Print Name and Title)

C-1643

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Property of Cook County Clerk's Office