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File # 007350
Assigned by Secretary of State

Form LP 201
(Rev. Jan. 1991)

GEORGE H. RYAN
Secretary of State
State of Illinois

Filing Fee \$75

SUBMIT IN DUPLICATE!

CERTIFICATE OF LIMITED PARTNERSHIP
(Illinois limited partnership)

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

OFFICE USE ONLY

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DEPT-01 RECORDING 00:23.00
00:80:01 28/91/22 6020 N001 11111
15111 TRAM 0209 07/16/93 14:00
95726 * 9275
0008 COUNTY RECORDER

1. Limited partnership name: Illinois Center Golf Partners L.P.

2. The address, including county, of the office at which the records required by Section 104 are to be kept is: (Post office box alone and c/o are unacceptable) 303 East Seventeenth Avenue, Suite 303,
City and County of Denver, Colorado 80203

3. Federal Employer Identification Number (F.E.I.N.): 84-1235135

4. This certificate of limited partnership is effective on: (Check one)
a) the filing date, or b) another date later than but not more than 60 days subsequent to the filing date: _____
(month, day, year)

5. The limited partnership's registered agent's name and registered office address is:
Registered agent: The CT Corporation System, Inc.
Registered Office: 208 South LaSalle Street
(P.O. Box alone and c/o are unacceptable) Chicago Cook Illinois 60604
City Street Illinois Zip Code

6. The limited partnership's purpose(s) is: Acquiring and developing a 31-acre ground subleasehold estate at the Illinois Center, Chicago, Illinois and to construct a 9-hole par 3 golf course and golf driving range thereon.

IRS Industrial Code Number is: 7900

7. Dissolution date is: Perpetual or December 31, 2023, unless sooner dissolved in accordance with the terms of the Agreement of Limited Partnership.
(month, day, year)

8. The total aggregate dollar amount of cash, property and services contributed by all partners is: (per Section 201-5) Initial capitalization: \$100. Minimum capitalization of \$1,850,000 must be achieved by June 30, 1993, unless extended in the sole discretion of the General Partner.

9. A brief statement of the partners' membership termination and distribution rights:
Each limited partner shall be admitted upon the execution of a subscription agreement for the purchase of one or more limited partnership interests. Net proceeds from operations will be distributed first to the limited partners to pay a 15% per annum preferred return, second to repay limited partner capital contributions and third 57 1/2% to the limited partners, 40% to the general partner and 2 1/2% to the special limited partner. Termin-

tion rights exist upon sale of all (over) assets, election by the limited partners and the general partner, removal of the general partner without replacement, and as required by law.

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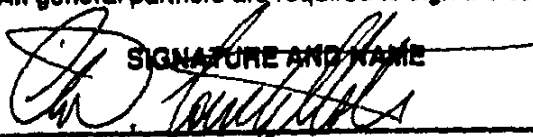
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10. NAME(S) & BUSINESS ADDRESS(ES) OF GENERAL PARTNER(S)

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

All general partners are required to sign the certificate of limited partnership.

SIGNATURE AND NAME		BUSINESS ADDRESS	
1.	 _____ (Signature) Charles D. Tourtellotte, President of _____ (Type or print name and title) TVG (Illinois Center) Inc., a Colorado _____ (Name of General Partner if a corporation or other entity) corporation, its sole general partner _____ (Signature) _____ (Type or print name and title) _____ (Name of General Partner if a corporation or other entity)	1.	303 East Seventeenth Avenue, Suite 303 _____ Number Street Denver _____ City/Town Colorado 80203 _____ State Zip Code
2.	_____ (Signature) _____ (Type or print name and title) _____ (Name of General Partner if a corporation or other entity)	2.	_____ Number Street _____ City/Town _____ State Zip Code
3.	_____ (Signature) _____ (Type or print name and title) _____ (Name of General Partner if a corporation or other entity)	3.	_____ Number Street _____ City/Town _____ State Zip Code
4.	_____ (Signature) _____ (Type or print name and title) _____ (Name of General Partner if a corporation or other entity)	4.	_____ Number Street _____ City/Town _____ State Zip Code
5.	_____ (Signature) _____ (Type or print name and title) _____ (Name of General Partner if a corporation or other entity)	5.	_____ Number Street _____ City/Town _____ State Zip Code
6.	_____ (Signature) _____ (Type or print name and title) _____ (Name of General Partner if a corporation or other entity)	6.	_____ Number Street _____ City/Town _____ State Zip Code

(Signatures must be in ink on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

FORMS OF PAYMENT:

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."

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DO NOT SEND CASH!

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RETURN TO:

Secretary of State
Department of Business Services
Limited Partnership Division
Room 330, Centennial Building
Springfield, Illinois 62756
Telephone: (217) 785-8960

RECORDING DESK
BOX 170