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File Number 5849-475-3

95598706

DEPT-01 RECORDING \$33.00
1:7777 TRAN 3785 09/07/95 15:18:00
#5177 # SK *-95-598706
COOK COUNTY RECORDER

State of Illinois Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF

STREET RETAIL, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF MARYLAND 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. 1984.

95598706

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 hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 1ST day of SEPTEMBER A.D. 19 95 and of the Independence of the United States the two hundred and 20TH



George H. Ryan

Secretary of State

Box 400

3300
3270

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Form **BCA-13.15**
(Rev. Jan. 1995)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

George H. Ryan
Secretary of State
Department of Business Services

This space for use by Secretary of State

This space for use by
Secretary of State

FILED

Date 9/1/95
 License Fee \$ _____
 Franchise Tax \$ 25.00
 Filing Fee \$ 75.00
 Penalties \$ _____
 Approved: [Signature] \$ 100.00

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."

SEP 1 1995

GEORGE H. RYAN
SECRETARY OF STATE

1. (a) CORPORATE NAME: Street Retail, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Maryland

(b) Date of Incorporation: December 19, 1994

(c) Period of Duration: Unlimited (PERPETUAL)

3. (a) Address of the principal office, wherever located: _____ (b) Address of principal office in Illinois: _____

4800 Hampden Lane, Suite 500

(If none, so state)

Bethesda, Maryland 20814

None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent The Prentice-Hall Corporation System, Inc.

Registered Office 33 North LaSalle Street

Chicago, Illinois 60602

EXPEDITED

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Maryland, Connecticut and New Jersey

SEP 01 1995

6. Names and residential addresses of officers and directors:

SECRETARY OF STATE

Name	No. & Street	City	State	Zip
President <u>Steven J. Guttman</u>	<u>4800 Hampden Lane, Suite 500</u>	<u>Bethesda</u>	<u>MD</u>	<u>20814</u>
Secretary <u>J. Lynn Taylor</u>	" "	" "	" "	" "
Director <u>Hal A. Vasvari</u>	" "	" "	" "	" "
Director <u>Mary Jane Morrow</u>	" "	" "	" "	" "
V. Pres. Director <u>Ron D. Kaplan</u>	" "	" "	" "	" "

If more than 3, attach list

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7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

Acquisition of existing buildings located in downtown urban and suburban areas.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$.01	1,000,000	10,000

9. Paid-in Capital: \$ 100,000
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 100,000,000
- (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: \$ 10,000,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 10,000,000
- (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: \$ 1,000,000

11. Interrogatories: (Important - This section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: Address listed in #3
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 10,000 Common Shares
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

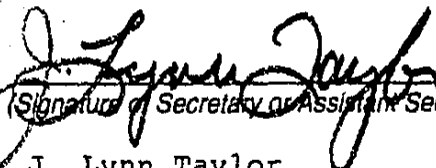
13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**)

Dated August 30, 1995, 19

Street Retail, Inc.

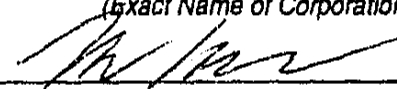
(Exact Name of Corporation)

attested by



(Signature of Secretary or Assistant Secretary)

by



(Signature of President or Vice President)

J. Lynn Taylor

(Type or Print Name and Title)

Ron D. Kaplan

Vice President

(Type or Print Name and Title)

* 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 #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms 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 #11(a).

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ARTICLES OF INCORPORATION
OF
STREET RETAIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 19, 1994 AT 11:47 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID RECEIVED SPECIAL FEE PAID
20.00 20.00

04031688

XX

IT IS HEREBY CERTIFIED THAT THE WITHIN INSTRUMENT TOGETHER WITH ALL INDORSMENTS THEREON HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

PATRICIA LANKENAU
2600 VIRGINIA AVE NW STE 1111
WASHINGTON DC 20037

95598706

121C3084226



STATE OF MARYLAND

A 473026

This is a true and complete copy of the
this office's RECORDS OF THE
DEPARTMENT OF ASSESSMENTS AND TAXATION
STATE DEPARTMENT OF ASSESSMENTS

3

8-25-95

[Signature]

Custodian

and replaced our previous certification system. Effective: 6/95

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**NOTICE OF TRANSFER
OF
RESERVED NAME**

Date	9/1/95
Filing Fee	\$25.00
Approved:	<i>[Signature]</i>

The undersigned The Prentice Hall Corporation System, Inc. hereby transfers
(Name of Original Applicant)
to Lexis Document Services the right to use the
(Name of Transferee)
name Street Retail, Inc. for corporate purposes
in Illinois. This name was reserved on July 13, 1995.

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

Dated September 1, 1995

by *[Signature]*
(Signature of Original Applicant)

attested by _____

(Type or Print Name)
If a corporation, by its President or Vice President*

* As the original applicant, I declare that this document has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

C-140.8

FILED

SEP 1 1995

GEORGE H. RYAN
SECRETARY OF STATE

95598706

EXPEDITED

SEP 1 1995

SECRETARY OF STATE

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