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File Number

5906-622-6

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DEPT-01 RECORDING

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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

GRUBB & ELLIS EUROPE, 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. 1984.

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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 hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 4TH day of OCTOBER A.D. 19 96 and of the Independence of the United States the two hundred and 21ST



George H. Ryan

Secretary of State

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BOX
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Form **BCA-13.15**

(Rev. Jan. 1995)

George H. Ryan
Secretary of State
Department of Business ServicesAPPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**SUBMIT IN DUPLICATE!**

This space for use by Secretary of State

FILED

OCT 4 1996

GEORGE H. RYAN
SECRETARY OF STATEThis space for use by
Secretary of StateDate 10-4-96

License Fee \$

Franchise Tax \$ 25.00Filing Fee \$ 25.00

Penalties \$

Approved: [Signature] 100.00Payment 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."1. (a) CORPORATE NAME: Grubb & Ellis Europe, 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: California(b) Date of Incorporation: August 12, 1996(c) Period of Duration: Perpetual3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:
(If none, so state)One Montgomery Street, Telesis Tower, 9th Floor10275 West Higgins Road, Suite 300San Francisco, California 94104Rosenvood, IL 60018

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

Registered Agent The Prentice-Hall Corporation System, Inc.First NameMiddle NameLast Name

Registered Office

33 N. LaSalle St.Suite 1925NumberStreetSuite #Chicago60602CookCityZip CodeCounty

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

CA and Registration in England currently in process.

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President	SEE ATTACHED			
Secretary				
Director				
Director				
Director				

EXPEDITED

If more than 3, attach list

OCT 4 1996

SECRETARY OF STATE

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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.)

Commercial Real Estate

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		.01	1,000	100

9. Paid-in Capital: \$ 10,000

("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: \$ 50,000
- (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: \$ None
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 500,000
- (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: \$ 5,000

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

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: * (1)
- (b) Number of shares of all classes owned by residents of Illinois: None
- (c) Number of shares of all classes owned by non-residents of Illinois: 100 (one shareholder)
- (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: NA

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within 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 October 1, 19 96

Grubb & Ellis Europe, Inc.

(Exact Name of Corporation)

attested by Carol Vanaersdale
(Signature of Secretary or Assistant Secretary)

by [Signature]
(Signature of President or Vice President)

Carol Vanaersdale Assistant Secretary
(Type or Print Name and Title)

James Klescewski 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) list 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).

*(1) Contracts will be approved in either San Francisco or London.

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09/30/1996

Directors and Officers
Grubb & Ellis Europe, Inc.

DIRECTORS:

John van Goyt Director
Primary : 120 Old Broad Street
Address : London EC2N, 1AR, England

Robert J. Wainer Director
Primary : Grubb & Ellis Company
Address : One Montgomery Street
Teleis Tower - 9th Floor
San Francisco, CA 94104

Neil R. Young Director
Primary : Grubb & Ellis Company
Address : 10275 W. Higgins Road
Suite 300
Rosemont, IL 60018

OFFICERS:

Neil R. Young **President**

Primary : Grubb & Ellis Company
Address : 10275 W. Higgins Road
Suite 300
Rosemont, IL 60018

Robert C. Walner Senior Vice President and Secretary
Primary : Grubb & Ellis Company
Address : One Montgomery Street
Telesis Tower - 9th Floor
San Francisco, CA 94104

Steven Pope Senior Vice President
Primary : Grubb & Ellis Company
Address : 10275 W. Higgins Road
Suite 300
Rosemont, IL 60018

John van Oost Senior Vice President and Managing Director of
European Operations

Primary : 120 Old Broad Street
Address : London EC2N, 1AR, England

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James E. Klescewski

Vice President, Treasurer and Corporate
Controller

Primary : Grubb & Ellis Company
Address : One Montgomery Street
Telesis Tower - 9th Floor
San Francisco, CA 94104

Edward J. Leahy

Vice President and Assistant Secretary

Primary : Grubb & Ellis Company
Address : One Montgomery Street
Telesis Tower - 9th Floor
San Francisco, CA 94104

Carol M. Vanatradale

Vice President and Assistant Secretary

Primary : Grubb & Ellis Company
Address : One Montgomery Street
Telesis Tower - 9th Floor
San Francisco, CA 94104

Steven Hackett

Assistant Controller

Primary : Grubb & Ellis Company
Address : One Montgomery Street, Telesis Tower
9th Floor
San Francisco, CA 94104

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