

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

S.B. ZELL CONSTRUCTION COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of S.B. ZELL CONSTRUCTION COMPANY for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to S.B. ZELL CONSTRUCTION COMPANY to transact business in this State under the name S.B. ZELL CONSTRUCTION COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated: September 28, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

SEP 28 2 34 PM '93
SECRETARY OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is S.B. Zell Construction Company
2. The name which it shall use in Idaho is S.B. Zell Construction Company
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Illinois
4. The date of its incorporation is September 24, 1993 and the period of its duration, if other than perpetual, is _____
5. The address of its principal office in the state or country under the laws of which it is incorporated is 2 N. Riverside Plaza, Chicago, Illinois 60606
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Generally, to engage in the business of general contracting, including bidding on and entering into contracts for various construction projects and the performance of work in connection with such projects or the engagement of others to perform work in connection with such projects.

(Continued on reverse)

Submit applications and certificate of status

Office of the Secretary of State
Division of Corporations

IDAHO SECRETARY OF STATE
Secretary of State Use Only
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CK #: 60359 CUST# 1
CORP 10 100.00= 100.00

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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Sharon B. Zell	President	2 N. Riverside Plaza, Chicago, IL 60606
Donald J. Liebentritt	Vice President	2 N. Riverside Plaza, Chicago, IL 60606
Ann M. Schneider	Secretary	2 N. Riverside Plaza, Chicago, IL 60606
Sharon B. Zell	Treasurer	2 N. Riverside Plaza, Chicago, IL 60606
Sharon B. Zell	Director	2 N. Riverside Plaza, Chicago, IL 60606

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: September 27, 1993

S.B. Zell Construction Company

(Corporation name)

By

(Signature)
its President/Vice President (please specify)

and

(Signature)
its Secretary/Treasurer (please specify)

STATE OF Illinois)

COUNTY OF Cook) ss:

I, IRA CHAPLIK, a notary public, do hereby certify that on

this 27th day of September, 19 93, personally appeared before

me Donald J. Liebentritt, who being by me first duly sworn, declared that (s)he

is the Vice President of S.B. Zell Construction Company

that (s)he signed the foregoing documents as Vice President of the corporation and that the statements therein contained are true.

" OFFICIAL SEAL "
IRA CHAPLIK
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 5/28/95

(Signature)
Notary Public

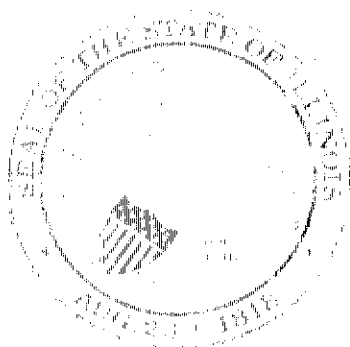


To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that

S.B. ZELL CONSTRUCTION COMPANY, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE SEPTEMBER 24, 1993, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, *I hereto set*
my hand and cause to be affixed the Great Seal of
the State of Illinois this 27TH
day of SEPTEMBER *A.D., 19* 93

George H Ryan

SECRETARY OF STATE