

State of Idaho

Department of State

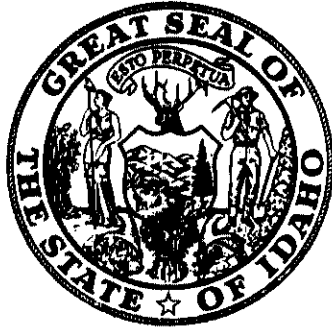
CERTIFICATE OF REGISTRATION OF

EIP VII LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of EIP VII LIMITED PARTNERSHIP for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership 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 Registration to EIP VII LIMITED PARTNERSHIP to transact business in this State under the name EIP VII LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated: December 20, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lois J. Clark*

APPLICATION FOR REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

DEC 20 4 34 PM '93
To the Secretary of State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

SECRETARY OF STATE
 19931220 0900 41810 4
 CK #: 40252 CUST# 21069
 CORP 10 60.00= 60.00

1. The name of the limited partnership is EIP VII LIMITED PARTNERSHIP
2. The name which it shall use in Idaho is same as above
3. It is organized under the laws of Illinois
(Must include, without abbreviation, the words "Limited Partnership.")
4. The date of its formation is 11-29-93
5. The address of its registered or principal office in the state or country under the laws of which it is organized is 414 N. Orleans, Suite 608, Chicago, Illinois 60610
6. The name and street address of its proposed registered agent in Idaho are C T CORPORATION SYSTEM,
300 NORTH 6TH STREET, BOISE, IDAHO 83701
7. The address at which a list of the names, addresses and contributions of the limited partners is kept is:
414 N. Orleans, Suite 608, Chicago, Illinois 60610

The limited partnership agrees to keep the list until its registration is cancelled or withdrawn.

8. The name and business address of each general partner are:

Name	Address
Cenlau Corp., an Illinois corporation	414 N. Orleans, Suite 608, Chicago, Illinois 60610

•• (Continued on reverse)

Submit application and certificate to:

Office of the Secretary of State
 Corporation Division
 State House, Room 203
 Boise, Idaho 83720

SECRETARY OF STATE

19931220 0900 41810 4
 CK #: 40252 CUST# 21069
 CORP 10 60.00= 60.00

: C

8. (Continued)

STATE OF ILLINOIS
NOTARY PUBLIC

Name

Address

_____	_____
_____	_____
_____	_____
_____	_____

9. This application is accompanied by an original certificate certifying to the lawful existence of the limited partnership, executed by the proper officer of the jurisdiction under the laws of which it is organized.

Dated: December 16, 19 93.

EIP VII LIMITED PARTNERSHIP

By CENLAU CORP., an Illinois corporation
A General Partner

By: *Jeffrey S. Elowe*
Jeffrey S. Elowe, President

STATE OF ILLINOIS)
COUNTY OF COOK) ss:

I, Marcella J. Larson, a notary public, do hereby certify that on this 16th day of December, 19 93, personally appeared before me Jeffrey S. Elowe, who being by me first duly sworn, declared that (s)he is a general partner of President of Cenlau Corp., the general partner of EIP VII Limited Partnership

that (s)he signed the foregoing document as ^{the President of} a general partner of the limited partnership and that the statements therein contained are true.

Marcella J. Larson
Notary Public



