

ACCOUNT FILING COVER SHEET

F99000004942

ACCOUNT NUMBER: F99000004942

REFERENCE: 1524470
(Sub Account)

DATE: 9-24

REQUESTOR NAME: LEXIS

ADDRESS: _____

TELEPHONE: (____) (____) ext (____)

CONTACT NAME: _____

CORPORATION NAME: Bluffco, Inc.

DOCUMENT NUMBER: _____
(Not applicable)

AUTHORIZATION: C. Woodyard

- CERTIFIED COPY (1-9)
- CERTIFICATE OF STATUS (1-9) 400002996284-8
- PLAIN STAMPED COPY

- Call When Ready
- Walk In
- Mail out
- Call if Problem
- Will Wait
- After 4
- Pick Up

RECEIVED

99 SEP 24 AM 11:32

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 SEP 24 PM 1:58

5 File First
3/24/94

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED STATE SECRETARY OF CORPORATIONS
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1. Bluffco, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Illinois 3. 36-4313062
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/4/99 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Date of qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2275 Half Day Road; Bannockburn, IL 60015
(Current mailing address)

8. See attached
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Jill Strumpf

Office Address: 314 S. Missouri Avenue, Suite 305
Clearwater, Florida, 33756
34616
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Harry L. Dolan

Address: 2275 Half Day Road; Bannockburn, IL 60015

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Harry L. Dolan

Address: 2275 Half Day Road; Bannockburn, IL 60015

Vice President: Benjamin D. Steiner

Address: 333 W. Wacker Drive, Suite 1800

Chicago, IL 60606-1226

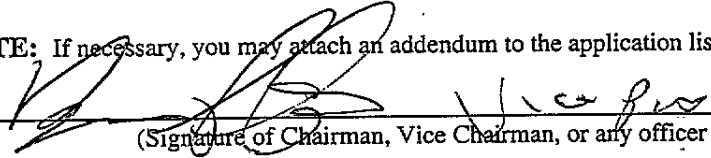
Secretary: Harry L. Dolan

Address: 2275 Half Day Road; Bannockburn, IL 60015

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Benjamin D. Steiner
(Typed or printed name and capacity of person signing application)

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EXHIBIT TO APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
FOR
BLUFFCO, INC.

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DIVISION OF CORPORATIONS
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8. Purpose: Notwithstanding any provision hereof to the contrary, the nature of the business and of the purposes to be conducted and promoted by the corporation is to act as the managing member of Harbor Bluffs Venture LLC (the "limited liability company"), whose purpose is to acquire, own, hold, sell, assign, transfer, operate lease, mortgage, pledge, and otherwise deal with certain parcels of real property, together with all improvements located thereon, in the City of Belleaire Bluffs, State of Florida (the "Property"). The corporation shall exercise all powers enumerated in the Business Corporation Act of Illinois necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

File Number 6060-878-4



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do

hereby certify that BLUFFCO, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE AUGUST 4, 1999, 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 _____ 10TH
 day of _____ SEPTEMBER _____ 1999
 A.D. _____



Jesse White

SECRETARY OF STATE