



STATE OF NORTH CAROLINA



Enw MAIL TO: STUBBS, COLE,
BREEDLOVE, PRENTIS & POE
ATTORNEYS AT LAW
POST OFFICE BOX 376
DURHAM, NORTH CAROLINA 27702

Department of The
Secretary of State

CERTIFICATE OF AUTHORITY (BUSINESS CORPORATION)

I, THAD EURE, Secretary of State of the State of North
Carolina, do hereby certify that O & R CAROLINA, INC.

a corporation organized

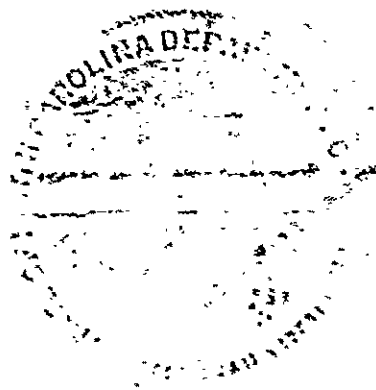
under the laws of Illinois, having filed on this
date an application conforming to the requirements of Section
55-138 of the General Statutes of North Carolina together with a
duly authenticated copy of its charter, and having tendered the
taxes and fees prescribed by law; is hereby granted authority to
transact business in the State of North Carolina for those purposes
set forth in its application, a copy of which is hereto attached.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed
my official seal.

DONE IN OFFICE at Raleigh, this the 9th day of March
1987.

Secretary of State

By Deputy Secretary of State



APPLICATION FOR CERTIFICATE OF AUTHORITY
OF
O & R CAROLINA, INC.

The undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of North Carolina, and for that purpose submits the following statement:

DOCUMENT # 33722
DATE 03/09/87 TIME 12:38
FILED
THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

1. The name of the Corporation is O & R CAROLINA, INC.
2. The corporation was incorporated under the laws of the State of Illinois on the 26th day of December, 1986, and is in good standing in its state of incorporation. The period of duration of the corporation is perpetual.
3. The address of the principal office of the corporation in its state of incorporation is 55 East Jackson, Suite 2000, Chicago, Cook County, Illinois 60604.
4. The address of the proposed registered office of the corporation in the state of North Carolina is 3504 Stoneybrook Drive, Durham, Durham County, North Carolina 27705; and the name of the proposed registered agent at such address upon whom process may be served is C. Warren Olanow.
5. The purposes of the corporation that it proposes to pursue in the transaction of business in the State of North Carolina are to engage in the purchase, leasing, management and sale of investment real estate and in any other lawful act or activity for which corporations may be organized under the Illinois Business Corporation Act and the laws of the State of North Carolina.
6. The names and addresses of all the directors and officers of the

corporation are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
C. Warren Olanow	Director, President & Treasurer	3504 Stoneybrook Drive Durham, Durham County, NC
Jerald F. Richman	Director, Secretary	55 E. Jackson Suite 2000 Chicago, Cook County, Ill.
Mariana Olanow	Director, Assistant Secretary	3504 Stoneybrook Drive Durham, Durham County, NC

7. The aggregate number of shares that the corporation has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is as follows:

<u>Number of Shares</u>	<u>Class Series</u>	<u>Par Value</u>
1,000	Common	-0-

8. The aggregate number of shares actually issued by the corporation, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is as follows:

<u>Number of Shares</u>	<u>Class Series</u>	<u>Par Value</u>
200	Common	-0-

9. In consideration of the issuance of a Certificate of Authority to transact business in the State of North Carolina, the corporation hereby appoints the Secretary of State of North Carolina as its agent to receive service of process, notice or demand whenever the corporation fails to appoint or maintain a registered agent in the State of North Carolina, or whenever any such registered agent cannot with reasonable diligence be found at the registered office of the corporation.

10. Attached hereto is a copy of the Articles of Incorporation and all amendments thereto, duly authenticated by the proper officer of the State of North Carolina.

IN WITNESS WHEREOF, this application is signed by the President and Assistant Secretary of the corporation this 30th day of December, 1986.

O & R CAROLINA, INC.

By: C. Warren Olanow
C. Warren Olanow,
President

By: Marianna Olanow
Marianna Olanow,
Assistant Secretary

~~NORTH CAROLINA~~ SOUTH CAROLINA
CHARLESTON
DURHAM COUNTY

I, Bonita S. Kramer, a Notary Public, do hereby certify that C. Warren Olanow and ~~Marianna Olanow~~ each of whom by me first duly sworn, declared that he signed the foregoing document in the capacity indicated, that he was authorized so to sign, and that the statements therein contained are true.

Witness my hand and notarial seal, this the 30th day of December, 1986.

Bonita S. Kramer
Notary Public

My commission expires:

5-22-95

PRESENTED FOR
REGISTRATION
AND RECORDED

MAR 18 9 58 AM '87 *g. 50*

L.E. SPEAS
REGISTER OF DEEDS
FORSYTH CTY. N.C.

Stubbs, Cole, Breedlove, Prentis & Poe • Attorneys at Law • P. O. Box 376 • Durham, N. C. 27702

BOOK 1596 P 1536