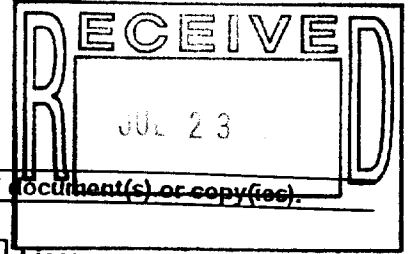


07-27-1999



101102249

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY



7-23-99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_

Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger  
Effective Date  
Month Day Year  
7-1-99

Change of Name

Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Name Jones Lang LaSalle Management Services, Inc.

Execution Date  
Month Day Year  
6-25-99

Formerly \_\_\_\_\_

Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Maryland

Receiving Party

Mark if additional names of receiving parties attached

Name Jones Lang LaSalle Americas, Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 200 East Randolph Drive

Address (line 2) \_\_\_\_\_

Address (line 3)

Chicago

City

Illinois

State/Country

60601

Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other \_\_\_\_\_

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Maryland

FOR OFFICE USE ONLY

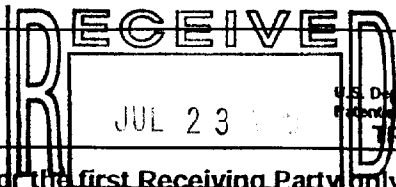
07/26/1999 DNGUYEN 00000340 75456500

01 FC:481  
02 FC:482

40.00 OP  
25.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231



**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75,456,500"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,039,781"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Tamara S. Pester

Name of Person Signing

*Tamara S. Pester*

Signature

7/23/99

Date Signed

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

*W*

ARTICLES OF MERGER

FOR RECORD  
6/28/99 at 1201P  
Effective 7/1/99  
at 1201a

Merging

JONES LANG LASALLE FINANCIAL & CORPORATE SERVICES, INC.  
(a corporation of the State of Maryland)

into

JONES LANG LASALLE MANAGEMENT SERVICES, INC.  
(a corporation of the State of Maryland)

Jones Lang LaSalle Financial & Corporate Services, Inc., a corporation organized and existing under the laws of the State of Maryland ("JLLF&CS") and Jones Lang LaSalle Management Services, Inc., a corporation organized and existing under the laws of the State of Maryland ("JLLMS"), agree that JLLF&CS shall be merged with and into JLLMS, which shall be the surviving corporation. The terms and conditions of the merger of JLLF&CS into JLLMS (the "Merger") and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

FIRST: The parties to these Articles of Merger are JLLF&CS and JLLMS.

SECOND: JLLF&CS is organized under the laws of Maryland and shall be merged with and into JLLMS, in accordance with the Maryland General Corporation Law (the "Maryland Code"), and JLLMS (sometimes referred to herein as the "Surviving Corporation") shall survive the Merger. At the Effective Time (as hereinafter defined), the separate existence of JLLF&CS shall cease in accordance with the provisions of the Maryland Code. From and after the Effective Time, except as may be limited by applicable law, the Surviving Corporation shall succeed to all of the leases, licenses, property, rights, privileges and powers of whatever nature and description and shall be subject to all of the debts, liabilities and obligations of JLLF&CS without further action by any of the parties hereto, and will continue to be governed by the laws of the State of Maryland, including the Maryland Code. At the Effective Time, the charter and bylaws of JLLMS immediately prior to the Effective Time, as amended at the Effective Time as provided in Article Ninth hereof, shall become the charter and bylaws of the Surviving Corporation, and the directors and officers of JLLMS in office immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the charter and bylaws of the Surviving Corporation.

STATE OF MARYLAND  
I hereby certify that this is a true and complete copy of the page document on file in this office, DATED: 6/29/99  
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
BY: *Trace Hill*, Custodian  
This stamp replaces our previous certification system. Effective: 6/95

THIRD:

(a) JLLF&CS. JLLF&CS was formed on April 15, 1997 under the Maryland Code. The resident agent and principal office of JLLF&CS in the State of Maryland is The Corporation Trust Incorporated, 300 E. Lombard Street, Baltimore, Baltimore City, Maryland 21202. The principal office of JLLF&CS outside of Maryland is located at 200 E. Randolph Drive, Chicago, Illinois 60601.

(b) JLLMS. JLLMS was formed on April 15, 1997 under the Maryland Code. The resident agent and principal office of JLLMS in the State of Maryland is The Corporation Trust Incorporated, 300 E. Lombard Street, Baltimore, Baltimore City, Maryland 21202. The principal office of JLLMS outside of Maryland is located at 200 E. Randolph Drive, Chicago, Illinois 60601.

FOURTH: No party to the Merger owns any interest in land in any county in the State of Maryland.

FIFTH: The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized and approved by each party to these Articles of Merger in the manner and by the vote required by its charter and the Maryland Code as follows:

(a) JLLF&CS. The Board of Directors of JLLF&CS, by written consent signed by all the members thereof and filed with the proceedings of the Board, adopted a resolution declaring the Merger to be advisable and directing that the Merger be submitted for consideration of the sole stockholder. The holder of all outstanding shares of common stock, \$0.01 par value per share, of JLLF&CS approved the Merger by written consent.

(b) JLLMS. The Board of Directors of JLLMS, by written consent signed by all the members thereof and filed with the proceedings of the Board, adopted a resolution declaring the Merger to be advisable and directing that the Merger be submitted for consideration of the sole stockholder. The holder of all outstanding shares of common stock, \$0.01 par value per share, of JLLMS approved the merger by written consent.

SIXTH:

(a) JLLF&CS. At the time these Articles of Merger were approved by the sole stockholder of JLLF&CS, 10 shares of common stock, \$0.01 par value per share, were issued and outstanding and entitled to vote.

(b) JLLMS. At the time these Articles of Merger were approved by the sole stockholder of JLLMS, 10 shares of common stock, \$0.01 par value per share, were issued and outstanding and entitled to vote.

SEVENTH:

(a) JLLF&CS. The total number of shares of stock of all classes which JLLF&CS has authority to issue is five thousand (5,000) shares of common stock, of the par value of One Cent (\$0.01) each, all such shares having an aggregate par value of Fifty Dollars (\$50).

(b) JLLMS. The total number of shares of stock of all classes which JLLMS has authority to issue is five thousand (5,000) shares of common stock, of the par value of One Cent (\$0.01) each, all such shares having an aggregate par value of Fifty Dollars (\$50).

EIGHTH:

(a) JLLF&CS. At the Effective Time, each issued share of stock of JLLF&CS outstanding immediately prior to the Effective Time, shall, automatically and without further action by any of the parties hereto, be cancelled, and no consideration will be given for such stock in connection with the Merger.

(b) JLLMS. At the Effective Time, each issued share of stock of JLLMS outstanding immediately prior to the Effective Time shall, automatically and without further action by any of the parties hereto, remain an outstanding share of JLLMS.

NINTH: The Articles of Incorporation, as amended, of JLLMS are hereby amended by striking out Article Second and inserting in lieu thereof the following:

SECOND: The name of the Corporation is Jones Lang LaSalle Americas, Inc.

The Bylaws of JLLMS are hereby amended to reflect the new name of the Corporation.

TENTH: These Articles of Merger shall become effective (the "Effective Time") at 12:01 a.m. on July 1, 1999.

ELEVENTH: The undersigned officers acknowledge the Articles of Merger to be the act of the respective corporate party on whose behalf he or she has signed, and further, as to all matters or facts required to be verified under oath, each such officer acknowledges that to the best of his or her knowledge, information and belief, these matters and facts relating to the corporation on whose behalf he or she has signed are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the parties hereto by their respective officers thereunto duly authorized as of this 25<sup>th</sup> day of June, 1999.

**JONES LANG LASALLE FINANCIAL & CORPORATE SERVICES, INC., a Maryland corporation**

By:   
Name: **Robert K. Hagan**  
Its: **Vice President**

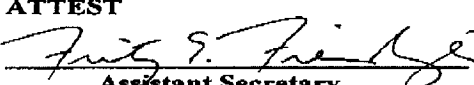
**ATTEST**

  
Assistant Secretary

**JONES LANG LASALLE MANAGEMENT SERVICES, INC., a Maryland corporation**

By:   
Name: **Robert K. Hagan**  
Its: **Vice President**

**ATTEST**

  
Assistant Secretary

f:\groups\law\bw\america\articles.doc

**CT CORPORATION SYSTEM**

300 East Lombard Street  
Baltimore, MD 21202  
Tel. 410 539 2837  
Fax 410 332 1178

**I hereby consent to act as resident agent in Maryland for  
the entity named in the attached instrument.**



**Billie J. Swoboda, V.P.  
The Corporation Trust Incorporated**

A CCH LEGAL INFORMATION SERVICES COMPANY