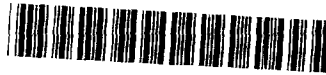


01-30-2002

RECORD/
TR



101965509

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Jones Lang LaSalle Management Services, Inc.

10-26-01

- Individual(s)
- General Partnership
- Corporation (Maryland)
- Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)

Jones Lang LaSalle Americas, Inc.

Address: 200 E. Randolph Drive
Chicago, Illinois 60601

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation Maryland
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Effective Date: July 1, 1999

4. Application number(s) or registration number(s):

A. N/A

B. Trademark Registration Nos.
1612333; 1633403

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Elaine D. Ziff, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036

6. Total number of registrations: 2

7. Total fee (37 CFR 3.41). \$65.00.....

- Enclosed
- All or any deficiency is authorized to be charged to Deposit Account No. 19-2385.

8. Deposit Account No. 19-2385

DO NOT USE THIS SPACE

9. 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.

Elaine D. Ziff

Name

Signature

October 26, 2001

Date

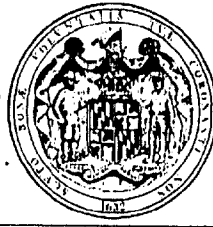
Total number of pages including cover sheet, attachments, and document: 10

01/29/2002 6TOM11 00000149 192385 1612333

01 FC:481 40.00 CH
02 FC:482 25.00 CH

State of Maryland
Department of
Assessments and Taxation

Charter Division



Parris N. Glendening
Governor

Ronald W. Wineholt
Director

Paul B. Anderson
Administrator

THE CORPORATION TRUST INCORPORATED
300 E LOMBARD ST
BALTIMORE MD 21202-3219

Date: 06-29-1999

This letter is to confirm acceptance of the following filing:

ENTITY NAME: JONES LANG LASALLE AMERICAS, INC.
DEPARTMENT ID : D04666723
TYPE OF REQUEST : ARTICLES OF MERGER / NAME CHANGE
DATE FILED : 06-28-1999
TIME FILED : 12:01-PM
RECORDING FEE : 20.00
EXPEDITED FEE : 50.00
COPY FEE : 11.00
FILING NUMBER : 1000036915000000
CUSTOMER ID : 0000167465
WORK ORDER NUMBER : 0000187454

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES. EVERY YEAR THIS ENTITY MUST FILE A PERSONAL PROPERTY RETURN IN ORDER TO MAINTAIN ITS EXISTENCE EVEN IF IT DOES NOT OWN PERSONAL PROPERTY. A BLANK RETURN WILL BE MAILED BY FEBRUARY OF THE YEAR FOR WHICH THE RETURN IS DUE.

301 West Preston Street, Baltimore, Maryland 21201
Telephone (410) 767-1350
MRS (Maryland Relay Service) (800) 735-2258 TTY/Voice
Fax (410) 333-7097

0000134189

TRADEMARK
REEL: 2432 FRAME: 0946

chtacc

ENTITY TYPE: ORDINARY BUSINESS - STOCK
STOCK: Y
CLOSE: N
EFFECTIVE DATE: 06-28-1999
PRINCIPAL OFFICE: 300 EAST LOMBARD STREET
BALTIMORE MD 21202-0000
RESIDENT AGENT: CORPORATION TRUST INCORPORATED
300 EAST LOMBARD STREET
BALTIMORE MD 21202

COMMENTS:

THIS AMENDMENT RECORD INDICATES THE MERGER INVOLVING THE FOLLOWING ENTITIES.

SURVIVOR:

(DO4666723) JONES LANG LASALLE AMERICAS, INC.

MERGED ENTITIES:

(DO4666731) JONES LANG LASALLE FINANCIAL & CORPORATE SERVICES, INC..

THIS AMENDMENT RECORD INDICATES THE NAME CHANGE FROM: JONES LANG LASALLE

MANAGEMENT SERVICES, INC.

TO: JONES LANG LASALLE AMERICAS, INC.

FOR RECORD

6/28/99 at 1201P

ARTICLES OF MERGER

Merging

Effective 7/1/99

at 1201

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: Mae Hill, Custodian
This stamp replaces our previous certification system. Effective: 8/95

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.

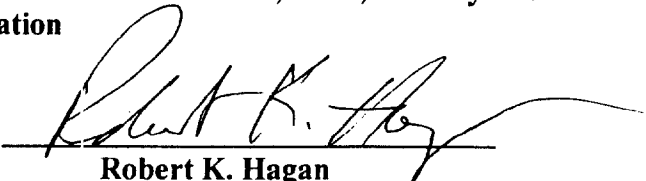
The Bylaws of JLLMS are hereby amended to reflect the new name of the Corporation.

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

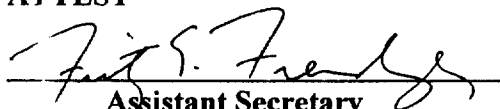
ELEVENTH: The undersigned officers acknowledge the Articles of Merger to be the act of the respective corporate party on whose behalf he or she has signed, and further, as to all matters or facts required to be verified under oath, each such officer acknowledges that to the best of his or her knowledge, 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 25th day of June, 1999.

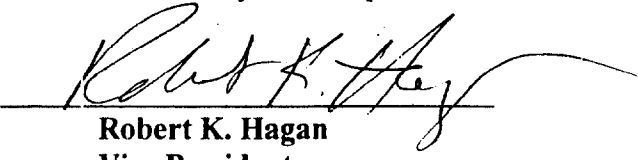
JONES LANG LASALLE FINANCIAL & CORPORATE SERVICES, INC., a Maryland corporation

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

DOCUMENT CODE

11A

BUSINESS CODE

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)

Jones Lang
LaSalle Financial
Corporate Services, Inc.
W 4666731

Surviving
(Transferee)

Jones Lang
LaSalle Management
Services, Inc.
W 4666723

FEEES REMITTED

Base Fee: 20
Org. & Cap. Fee:
Expedite Fee: 50
Penalty:
State Recordation Tax:
State Transfer Tax:
1 Certified Copies: 11
Copy Fee:
Certificates:
Certificate Fee:
Other:
TOTAL FEES: 81

Credit Card

✓ Check

Cash

1 Documents on 2 Checks

APPROVED BY:

[Signature]

NOTE:

COMMENT:

Effective
7/1/99
at 12:01am
MORNING 000187664
CUSTOMER ID
000167445
1999-0628 03:59 PM
AMT PAID 81.00

(New Name)

Jones Lang
LaSalle Americas, Inc.

✓ Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Change of Business Code

Adoption of Assumed Name

Other Change(s)

CODE

007

ATTENTION:

MAIL TO ADDRESS:

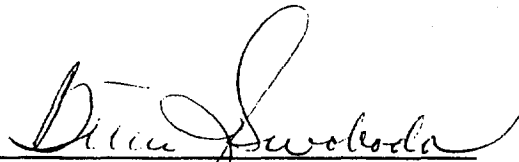
TRADEMARK

REEL: 2432 FRAME: 0952

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**