

Filing Fee: \$50.00

67954

State of Rhode Island and Providence Plantations

FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR
CERTIFICATE OF REGISTRATION
OF

ELECTRONIC REALTY ASSOCIATES, L.P.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

Handwritten signature/initials: OK w/consent R.C.

FIRST: The name of the limited partnership is ELECTRONIC REALTY ASSOCIATES, L.P.

and, if different, the name which it proposes to register and transact business in the State of Rhode Island is

ELECTRONIC REALTY ASSOCIATES LIMITED PARTNERSHIP

(If not applicable, so state)

SECOND: It is organized under the laws of Illinois

and the date of its formation is December 30, 19 91

THIRD: The general character of the business it proposes to transact in Rhode Island is

Own and operate a real estate brokerage franchise business and any other lawful business.

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is 123 Dyer Street, Providence, R. I. 02903

and the name of the agent resident in Rhode Island at that address is C T CORPORATION SYSTEM

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable dilligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

Rec'd & Filed APR 13 1992 AMT 77507

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is.....

4900 College Blvd., Overland Park, Kansas 66211

SEVENTH: If the Certificate of Limited Partnership filed in the foreign limited partnership's state of organization is not required to include the names and business addresses of the partners, the following are the names and addresses of all partners: (If not applicable, so state)

General Partners

Address

ERAGP, INC.

4900 College Blvd.

(a Delaware corporation)

Overland Park, Kansas 66211

Limited Partners

Address

HELLER FINANCIAL, INC.

500 West Monroe

Chicago, Illinois 60661

ERA MANAGEMENT, L.P.

4900 College Blvd.

Overland Park, Kansas 66211

APR 13 10 57 AM '92

Dated April 8, 19 92.

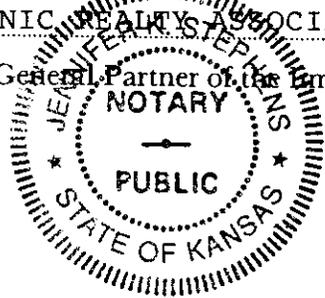
ELECTRONIC REALTY ASSOCIATES, L.P.
(Exact name of Limited Partnership making application)

By [Signature]
(General Partner)

Anthony R. Di Benedetto, Vice President
of ERAGP, INC., general partner

State of Kansas
County of Johnson } Sc.

At Overland Park in said county on this 8th
day of April, 19 92, personally appeared before me
Anthony R. Di Benedetto, Vice President of ERAGP, INC., general partner,
who, being by me first duly sworn, declared that he/she is a General Partner of the
ELECTRONIC REALTY ASSOCIATES, L.P., that he/she signed the foregoing
document as a General Partner of the limited partnership, and that the statements therein contained are true.



Jennifer K. Stephens
Notary Public
My Commission Expires 6-29-93



ELECTRONIC REALTY ASSOCIATES, INC.

LEGAL DEPARTMENT

April 8, 1992

The Secretary of State of Rhode Island
Providence, Rhode Island

Dear Sir:

Electronic Realty Associates, Inc., a Delaware corporation, which is qualified to do business in your state, hereby consents to the use of the name Electronic Realty Associates, L.P., by the Illinois limited partnership of that name.

Electronic Realty Associates, Inc., is the parent corporation and sole stockholder of ERAGP, Inc., a Delaware corporation, which is the sole general partner of Electronic Realty Associates, L.P.

Very truly yours,

ELECTRONIC REALTY ASSOCIATES

A handwritten signature in cursive script, reading "Anthony R. Di Benedetto".

Anthony R. Di Benedetto
Vice President and Secretary

J24598/PW

30

Form LP 201
(Rev. Jan. 1991)

Filing Fee \$75

SUBMIT IN DUPLICATE!

GEORGE H. RYAN
SECRETARY OF STATE
STATE OF ILLINOIS

CERTIFICATE OF LIMITED PARTNERSHIP
(Illinois limited partnership)

File # C006591
Assigned by Secretary of State

OFFICE USE ONLY

C006591 SOSIL 12/27/91
75.00 IO 0000012094 FILED

All correspondence regarding this filing will be sent to the registered agent of the limited partnership unless a self-addressed envelope is included.

1. Limited partnership's name: Electronic Realty Associates Limited Partnership

2. The address, including county, of the office at which the records required by Section 104 are to be kept is: (Post office box alone and c/o are unacceptable) _____

4900 College Boulevard, Shawnee Mission, Johnson County, Kansas 66201

3. Federal Employer Identification Number (F.E.I.N): Applied for

4. This certificate of limited partnership is effective on: (Check one)
a) _____ the filing date, or b) another date later than but not more than 60 days subsequent to the filing date: December 30, 1991
month, day, year

5. The limited partnership's registered agent's name and registered office address is:

Registered Agent:	<u>Mark</u>	<u>S.</u>	<u>Goldstein</u>
	First Name	Middle Name	Last Name
Registered Office:	<u>c/o Electronic Realty Associates, Inc., 505 N. Lake Shore Drive</u>		
(P.O. Box alone	<u>Number</u>	<u>Street</u>	<u>Suite #</u>
and c/o are	<u>Chicago</u>	<u>Cook</u>	<u>Illinois 60611</u>
unacceptable)	City	County	Zip Code

6. The limited partnership's purpose(s) is: The purpose and business of the Partnership shall be to own and operate a business as a franchisor of real estate brokerage companies and the non-regulated portion of home warranty business, and such other businesses as are determined by the General Partner to be in the best interest of the Partnership, and to engage in any other kind of lawful activity for profit as permitted under the Act.

IRS Industrial Code Number is: 7398

7. Dissolution date is: Perpetual or December 31, 2041
month, day, year

8. The total aggregate dollar amount of cash, property and services contributed by all partners is: (per Section 201-5) \$1,100

9. A brief statement of the partners' membership termination and distribution rights:
The Partners have no voluntary termination rights. Upon termination of the Partnership, the proceeds of liquidation shall be distributed to and among the partners in accordance with the terms of the partnership agreement, which is kept at the principal office of the Partnership.

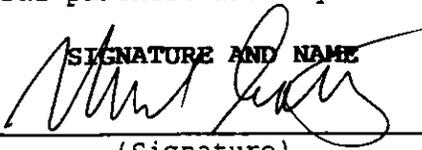
The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

All general partners are required to sign the certificate of limited partnership.

3249
9392

SIGNATURE AND NAME

BUSINESS ADDRESS

1. 
(Signature)

1. 505 N. Lake Shore Drive
Number Street

Mark S. Goldstein, Exec. V.P.

Chicago

(Type or print Name and Title)

City/Town

Electronic Realty Associates, Inc., a Delaware

Illinois 60611

(Name of General Partner if a corporation or other entity)

State Zip Code

2. _____
(Signature)

2. _____
Number Street

(Type or print Name and Title)

City/Town

(Name of General Partner if a corporation or other entity)

State Zip Code

3. _____
(Signature)

3. _____
Number Street

(Type or print Name and Title)

City/Town

(Name of General Partner if a corporation or other entity)

State Zip Code

4. _____
(Signature)

4. _____
Number Street

(Type or print Name and Title)

City/Town

(Name of General Partner if a corporation or other entity)

State Zip Code

5. _____
(Signature)

5. _____
Number Street

(Type or print Name and Title)

City/Town

(Name of General Partner if a corporation or other entity)

State Zip Code

6. _____
(Signature)

6. _____
Number Street

(Type or print Name and Title)

City/Town

(Name of General Partner if a corporation or other entity)

State Zip Code

(Signatures must be in ink on an original document. Carbon copy, photo copy or rubber stamp signatures may only be used on conformed copies).

FORMS OF PAYMENT:

Payment must be made by Certified Check, Cashier's Check, Illinois Attorney's Check, Illinois C.P.A.'s Check or Money Order, Payable to "Secretary of State".

DO NOT SEND CASH!

RETURN TO:

Secretary of State
Department of Business Services
Limited Partnership Division
Room 330 Centennial Building
Springfield, Illinois 62756
Telephone: (217) 785-8960

Form LP 202
(Rev. Jan. 1991)

Filing Fee \$25

SUBMIT IN DUPLICATE!

GEORGE H. RYAN
SECRETARY OF STATE
STATE OF ILLINOIS

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
(Illinois limited partnership)

All correspondence regarding this filing will
be sent to the registered agent of the limited
partnership unless a self-addressed envelope
is included

OFFICE USE ONLY

C006591 SOSIL 03/16/92
25.00 IA 0000012601 FILED

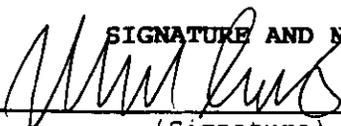
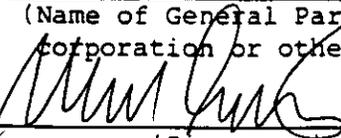
1. Limited partnership's name: Electronic Realty Associates Limited Partnership
2. File Number assigned by the Secretary of State: C006591
3. Federal Employer Identification Number (F.E.I.N.): 36-3804018
4. The certificate of limited partnership is amended as follows:
(Check all applicable changes)
(Address changes P.O. Box alone and c/o are unacceptable)
- a) Admission of a new general partner (give name and business address below).
 - b) Withdrawal of a general partner (give name below).
 - c) Change of registered agent and/or registered agents office (give new name and address, including county below).
 - d) Change in the address of the office at which the records required by Section 201 of the Act are kept (give new address, including county below).
 - e) Change in the general partners name and/or business address (give name and new address below).
 - f) Change in the partners' total aggregate contribution amount (give new dollar amount below).
 - g) Change in limited partnership's name (give new name below).
 - h) Change in date of dissolution (give new date below).
 - i) Other (give information below).

SEE ATTACHED SHEET

5. **NAMES(S) & BUSINESS ADDRESS(S) OF GENERAL PARTNER(S)**

The undersigned affirms, under penalties of perjury, that the facts stated herein are true

The original certificate of amendment must be signed by a general partner, all new general partners and at least one withdrawing general partner.

SIGNATURE AND NAME	BUSINESS ADDRESS
1. <u></u> (Signature) Mark S. Goldstein, Exec. V.P. (Type or print Name and Title) Electronic Realty Associates, Inc., a (Name of General Partner if a Delaware corporation or other entity) corporation (withdrawing G.P.)	1. _____ Number Street _____ City/Town _____ State Zip Code
2. <u></u> (Signature) Mark S. Goldstein (Type or print Name and Title) ERAGP, Inc., a Delaware corporation (New G.P.) (Name of General Partner if a corporation or other entity)	2. _____ Number Street _____ City/Town _____ State Zip Code
3. _____ (Signature) _____ (Type or print Name and Title) _____ (Name of General Partner if a corporation or other entity)	3. _____ Number Street _____ City/Town _____ State Zip Code
4. _____ (Signature) _____ (Type or print Name and Title) _____ (Name of General Partner if a corporation or other entity)	4. _____ Number Street _____ City/Town _____ State Zip Code
5. _____ (Signature) _____ (Type or print Name and Title) _____ (Name of General Partner if a corporation or other entity)	5. _____ Number Street _____ City/Town _____ State Zip Code

(Signatures must be in ink on an original document. Carbon copy, photo copy or rubber stamp signatures may only be used on conformed copies).

If additional space is needed, it must be continued in the same format on a plain white 8 1/2" X 11" sheet, which must be stapled to this form.

FORMS OF PAYMENT:

Payment must be made by Certified Check, Cashier's Check, Illinois Attorney's Check, Illinois C.P.A.'s Check or Money Order, Payable to "Secretary of State".

DO NOT SEND CASH!

RETURN TO:

Secretary of State
 Department of Business Services
 Limited Partnership Division
 Room 330 Centennial Building
 Springfield, Illinois 62766
 Telephone: (217) 785-8960

ATTACHMENT TO
CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF ELECTRONIC REALTY
ASSOCIATES LIMITED
PARTNERSHIP; FILE NO. C006591
MARCH 16, 1992

C006591 SUSIL 03/16/92
25.00 IA 0000012601 FILED

a) Admission of a New General Partner:

ERAGP, Inc., a Delaware corporation
4900 College Boulevard
Overland Park, Kansas 66201

b) Withdrawal of a General Partner: Electronic Realty Associates, Inc.,
a Delaware corporation

c) Change of Registered Agent and Registered Office.

New Registered Agent:	Errol R. Halperin
New Registered Office:	203 North LaSalle Street Suite 1800 Chicago, Illinois 60601

d) Change in Address of Office Where Records Kept:

New Office Address: 4900 College Boulevard
Overland Park,
Johnson County,
Kansas 66201

f) Change in Aggregate Contribution Amount: Change from \$1,100 to \$26,225,100.00; which amount is comprised of (i) contributed business assets, consisting primarily of goodwill and other intangible assets, with an agreed valuation of \$25,000,000, (ii) cancellation of debt in the amount of \$1,225,000 owed to a partner that was assumed by the Partnership prior to cancellation, and (iii) cash in the amount of \$100.00.

g) Change in Partnership's Name: Changed from "Electronic Realty Associates Limited Partnership" to "Electronic Realty Associates, L.P."

i) Item No. 9 - "Brief statements of the partners' membership termination and distribution rights" is amended to read as follows:

"Under certain circumstances provided for in the partnership agreement, certain limited partners' interests in the Partnership will be terminated. Certain other limited partners may withdraw from the Partnership at their discretion. Upon termination of the Partnership, the proceeds of liquidation shall be distributed to and among the partners in accordance with the terms of the partnership agreement, which is kept at the principal office of the Partnership."

STATE OF ILLINOIS
Office of the Secretary of State
I hereby certify that this is a true and
correct copy, consisting of *five*
pages, as taken from the original on file in
this office.



George H. Ryan

George H. Ryan
Secretary of State

DATED: *April 7, 1995*

BY: *[Signature]*