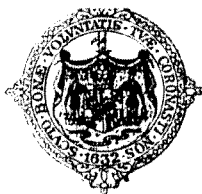


State of Maryland
**Department of
Assessments and Taxation**



Charter Division

ROBERT W. ZELIENSKY, JR.
Governor

C. John Sullivan, Jr.
Director

Paul B. Anderson
Administrator

DAVID O. SMITH
LWR LVL 1
343 N CHARLES ST
BALTIMORE

MD 21201-4326

Date: 06-17-2005

This letter is to confirm acceptance of the following filing:

ENTITY NAME : JONES LANG LASALLE INCORPORATED
DEPARTMENT ID : D04667689
TYPE OF REQUEST : ARTICLES OF AMENDMENT
DATE FILED : 06-17-2005
TIME FILED : 12:24-PM
RECORDING FEE : \$100.00
EXPEDITED FEE : \$50.00
FILING NUMBER : 1000361991509765
CUSTOMER ID : 0001629359
WORK ORDER NUMBER : 0001072397

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.

Charter Division
Baltimore metro area (410)767-1350
Outside metro area (888)246-5941

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
JONES LANG LASALLE INCORPORATED**

Jones Lang LaSalle Incorporated, a Maryland corporation having its principal office in the City of Baltimore, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out Article 5(c) and Article 5(f) of the Articles of Incorporation and inserting in lieu thereof the following:

FIFTH:

(c) Except with respect to directors who may be elected by the holders of any class or series of Common Stock or Preferred Stock, at the 2006 annual meeting of stockholders, the successors of the directors whose terms expire at that meeting shall be elected for a term expiring at the 2007 annual meeting of stockholders; at the 2007 annual meeting of stockholders, the successors of the directors whose terms expire at that meeting shall be elected for a term expiring at the 2008 annual meeting of stockholders; and at each annual meeting of stockholders thereafter, the directors shall be elected for terms expiring at the next annual meeting of the stockholders.

(f) Subject to the terms of any one or more other classes or series of Common Stock or Preferred Stock, any vacancy on the Board of Directors that results from an increase in the number of directors may be filled by a majority of the entire Board of Directors and any other vacancy occurring on the Board of Directors may be filled by a majority of the remaining Directors, even if less than a quorum, or by a sole remaining director. Any vacancy on the Board of Directors which results from the removal of a director may also be filled by the stockholders. Any director of any class elected by the stockholders to fill a vacancy resulting

from the removal of a director of such class shall serve for the balance of the term of the removed director. Any director elected by the Board of Directors to fill a vacancy shall serve until the next annual meeting of stockholders and until his successor is elected and qualifies. Notwithstanding the foregoing, whenever the holders of any one or more classes or series of Preferred Stock or one or more other classes or series of Common Stock shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of this Charter applicable thereto.

SECOND: The charter of the Corporation is hereby amended by adding the following Article 5(h):

FIFTH:

(h) Subject to the rights, if any, of the holders of shares of Preferred Stock or shares of any other class or series of Common Stock then outstanding, any director of the Corporation may be removed from office at any time, but only for cause (as such term would be construed under Section 2-406(a) of the MGCL, or any successor provision) and only by affirmative vote of the holders of at least two-thirds (2/3) of the voting power of the Corporation's then outstanding capital stock entitled to vote generally in the election of directors.

THIRD: The charter of the Corporation is hereby amended by striking out Article 14 of the Articles of Incorporation and inserting in lieu thereof the following:

FOURTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Charter in the manner now or hereafter prescribed in this Charter, the Bylaws of the Corporation or the MGCL, and all rights herein conferred upon the stockholders are granted subject to such reservation; provided, however, that notwithstanding anything else in this Charter to the contrary, the affirmative vote of the holders of at least eighty percent (80%) of the then outstanding shares of Common Stock shall be required to change Article FIFTH paragraph (h), Article SIXTH, Article SEVENTH, Article NINTH, Article TWELFTH, Article THIRTEENTH or this Article FOURTEENTH and, to the extent permissible under the MGCL,

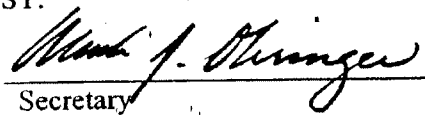
the affirmative vote of the holders of at least a majority of the then outstanding shares of Common Stock voting as a single class shall be required to change any other provision contained in this Charter.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation.

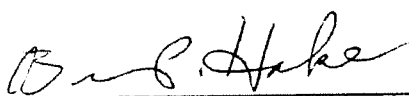
IN WITNESS WHEREOF, Jones Lang LaSalle Incorporated has caused these Articles of Amendment to be signed in its name and on its behalf as of the 15th day of JUNE, 2005.

JONES LANG LASALLE INCORPORATED

By: 
Its: Executive Vice President

ATTEST:
By: 
Its: Secretary

THE UNDERSIGNED, in connection with the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledge, in the name and on behalf of the Corporation, the foregoing Articles of Amendment, of which this certificate is made a part, to be the corporate act of the Corporation and further certify that, to the best of their knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Executive Vice President
B. P. HAKE


Assistant Secretary

State of Maryland
**Department of
Assessments and Taxation**

Charter Division



Robert L. Ehrlich, Jr.
Governor

C. John Sullivan, Jr.
Director

Paul B. Anderson
Administrator

CSC (UNITED STATES CORPORATION)
WILMINGTON, ATTN: JENNIFER GELDOF
STE. 400
2711 CENTERVILLE RD
WILMINGTON DE 19808-1660

Date: 12-16-2004

This letter is to confirm acceptance of the following filing:

ENTITY NAME : JONES LANG LASALLE INCORPORATED
DEPARTMENT ID : D04667689
TYPE OF REQUEST : RESOLUTION
DATE FILED : 12-10-2004
TIME FILED : 11:41-AM
RECORDING FEE : \$25.00
FILING NUMBER : 1000361990692224
CUSTOMER ID : 0001536285
WORK ORDER NUMBER : 0000984033

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.

Charter Division
Baltimore metro area (410)767-1801
Outside metro area (888)246-5941

ENTITY TYPE: ORDINARY BUSINESS - STOCK
STOCK: Y
CLOSE: N
EFFECTIVE DATE: 12-10-2004
PRINCIPAL OFFICE: 11 EAST CHASE STREET
BALTIMORE MD 21202
RESIDENT AGENT: CSC-LAWYERS INCORPORATING SERVICE COMPANY
11 E. CHASE ST.
BALTIMORE MD 21202-2516

NOTICE: Effective January 1, 2004

As a result of a change in State law, the annual report fee for most legal entities (including LLCs and LLPs) has increased to \$300. This fee is for the privilege of maintaining a legal entity's existence in Maryland, and is due and payable with the filing of the personal property return. The increase is effective for any return, regardless of year, filed after 12/31/2003.

There continues to be no annual report fee for non-stock corporations, business trusts, churches, foreign interstate companies, foreign insurance companies, sole proprietorships and general partnerships, but these entities must still file a personal property return annually.

5

cm
pls

3/11/99 426p

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
LASALLE PARTNERS INCORPORATED

LaSalle Partners Incorporated, a Maryland corporation having its principal office in the City of Baltimore, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST The charter of the Corporation is hereby amended by striking out Article 1 of the Articles of Incorporation and inserting in lieu thereof the following:

FIRST The name of the Corporation is: Jones Lang LaSalle Incorporated.

SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, LaSalle Partners Incorporated has caused these Articles of Amendment to be signed in its name and on its behalf as of the 11th day of March, 1999.

LASALLE PARTNERS INCORPORATED

By: R. K. Hogan
Its: Vice President

20748005

ATTEST:

By: [Signature]
Its: Assistant Secretary

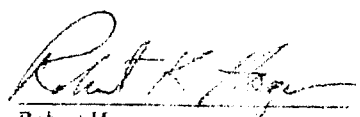
1999 MAR 11 P 11:26

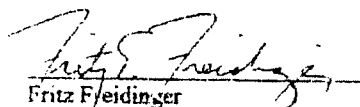
I.D. NO# D-667689
ACKN. NO. - 174C3125151
JONES LANG LASALLE INCORPORATED

03/11/99 AT 04:26 P.M.

5013
674

THE UNDERSIGNED, Robert Hagan, Vice President and Fritz Freidinger, Assistant Secretary of LaSalle Partners, Incorporated, in connection with the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledge, in the name and on behalf of the Corporation, the foregoing Articles of Amendment, of which this certificate is made a part, to be the corporate act of the Corporation and further certify that, to the best of their knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Robert Hagan
Vice President


Fritz Freidinger
Assistant Secretary

STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

CHARTER DIVISION



PARRIS N. GLENDENING, GOVERNOR

RONALD W. WINEHOLT, DIRECTOR

PAUL B. ANDERSON, ADMINISTRATOR

DOCUMENT CODE GA BUSINESS CODE _____ COUNTY 74

154667689 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 30 Expedited Fee
- 61 _____ Rec. Fee (Arts. of Inc.)
- 20 _____ Organ. & Capitalization
- 62 20 Rec. Fee (Amendment)
- 63 _____ Rec. Fee (Merger, Consol.)
- 64 _____ Rec. Fee (Transfer)
- 66 _____ Rec. Fee (Revival)
- 65 _____ Rec. Fee (Dissolution)
- 75 _____ Special Fee
- 73 _____ Certificate of Conveyance
- 21 _____ Recordation Tax
- 22 _____ State Transfer Tax
- 22 _____ Local Transfer Tax
- 70 _____ Change of P.O., R.A. or R.A.A.
- 31 _____ Corp. Good Standing
- 600 _____ Returns
- 52 _____ Foreign Qualification
- NA _____ Foreign Registration
- 51 _____ Foreign Name Registration
- 53 _____ Foreign Resubmission
- 54 _____ For. Supplemental Cert.
- 36 _____ Penalty
- 50 _____ Cert. of Qual. or Reg.
- 53 _____ Cert. Limited Partnership
- 54 _____ Amendment to Limited Partnership
- 55 _____ Termination of Limited Partnership
- 30 _____ For. Limited Partnership
- 51 _____ Amend/Cancellation, For. Limited Part.
- 57 _____ Limited Part. Good Standing
- 57 _____ Cert. Limited Liability Partnership
- 58 _____ LLP Amendment - Domestic
- 59 _____ Foreign Limited Liability Partnership
- 74 _____ LLP Amendment - Foreign
- 95 _____ Art. of Organization (LLC)
- 98 _____ LLC Amend, Discn, Continuation
- 97 _____ LLC Cancellation
- 96 _____ Registration Foreign LLC
- 94 _____ Foreign LLC Supplemental
- 92 _____ LLC Good Standing (short)
- 13 _____ Certified Copy
- _____ Other

(New Name) Joan's Lang
La Valle Incorporated

- 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 604

ATTENTION: _____

MAIL TO ADDRESS: _____

MARYLAND DOCUMENT RETRIEVAL
343 N. CHARLES STREET, LWR LVL 1
BALTIMORE MD 21201-4326

TOTAL FEES 50 _____ Credit Card _____
_____ Check _____ Cash _____
_____ Payments on _____ Checks _____

APPROVED BY [Signature]

2

STATE DEPARTMENT OF REVENUE AND TAXES
APPROVED FOR RECORDS
06/17/98 10:22 a.m.

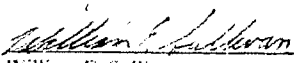
**CERTIFIED COPY OF RESOLUTION OF
BOARD OF DIRECTORS
FOR DESIGNATION OR CHANGE OF
RESIDENT AGENT AND/OR
PRINCIPAL OFFICE**

I, William E. Sullivan, do hereby certify that I am the duly elected, qualified and acting secretary of LaSalle Partners Incorporated, a corporation formed and existing under the laws of the State of Maryland (the "Corporation") and that the following resolutions were duly adopted by unanimous written consent of the Board of Directors of LaSalle Partners Incorporated as of May 1, 1998, and said resolutions remain in full force and effect.

RESOLVED that the resident agent of the Corporation in the state of Maryland be and it hereby is changed to The Corporation Trust Incorporated, the post office address of which is 300 E. Lombard Street, Baltimore, Maryland, 21202. The said resident agent so designated is a corporation of the state of Maryland; and

FURTHER RESOLVED, that the principal office of the Corporation in Maryland be and it hereby is changed from 11 East Chase Street, Baltimore, Maryland 21202 to c/o The Corporation Trust Incorporated, 300 E. Lombard Street, Baltimore, Maryland 21202.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of the 1st day of May, 1998.


William E. Sullivan

(CORPORATE SEAL)

IND. NO# D4667689
ACKN. NO. - 247C3112629
LASALLE PARTNERS INCORPORATED

06/17/98 AT 10:22 A.M.

RECEIVED
06 JUN 17 10:22
ASSESS. & TAX

81718089

4049
1100

State of Maryland
DEPARTMENT OF ASSESSMENTS AND TAXATION



PARRIS N. CLENDENING
Governor
 RONALD W. WERNHOLT
Director
 PAUL B. ANDERSON
Administrator

Charter Division

DOCUMENT CODE 26 DM BUSINESS CODE _____ COUNTY 74
D4667689 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
61	_____	Rec. Fee (Arts. of Inc., Organ. & Capitalization)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
66	_____	Rec. Fee (Revival)	_____
65	_____	Rec. Fee (Dissolution)	_____
75	_____	Special Fee	_____
73	_____	Certificate of Conveyance	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
70	<u>10</u>	Change of P.O., R.A. or R.A.A.	_____
31	_____	Corp. Good Standing	_____
600	_____	_____	Returns
52	_____	Foreign Qualification	_____
NA	_____	Foreign Registration	_____
51	_____	Foreign Name Registration	_____
53	_____	Foreign Resolution	_____
54	_____	For. Supplemental Cert.	_____
56	_____	Penalty	_____
50	_____	Cert. of Qual. or Reg.	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
80	_____	For. Limited Partnership	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
87	_____	Limited Part. Good Standing	_____
67	_____	Cert. Limited Liability Partnership	_____
68	_____	LLP Amendment - Domestic	_____
69	_____	Foreign Limited Liability Partnership	_____
74	_____	LLP Amendment - Foreign	_____
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Registration Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	LLC Good Standing (short)	_____
13	_____	Certified Copy	_____
_____	_____	Other	_____

- 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: _____

NOTE:

TOTAL FEES 40 _____ Credit Card
 _____ Check _____ Cash
1 Documents on 2 checks

APPROVED BY: [Signature]

14

THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
CASALCE PARTNERS INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 18, 1997 AT 12:02 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION SEE PAGE

RECORDING
FEE PAID

SPECIAL
FEE PAID

\$ 200.00

\$ 20.00

\$

D4607689

IT IS HEREBY CERTIFIED THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL ENDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

THE PRENTICE-HALL CORPORATION
SYSTEM, MARYLAND
11 E. CHASE ST.
BALTIMORE MD 21202

02003111424

A



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER FOUR

3956
1428

W

7/18/97 12029

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
LASALLE PARTNERS INCORPORATED

Pursuant to the provisions of the Maryland General Corporation Law, LaSalle Partners Incorporated, a Maryland corporation (the "Corporation"), having its principal office in Baltimore City, Maryland, hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation desires to amend and restate its Charter as currently in effect, hereinafter provided. The provisions set forth in these Articles of Amendment and Restatement are all of the provisions of the Charter of the Corporation currently in effect.

SECOND: The Charter of the Corporation is hereby amended and restated in its entirety as follows:

FIRST: The name of the corporation (the "Corporation") is LaSalle Partners Incorporated.

SECOND: The purposes for which the Corporation is formed are as follows:

(a) To provide property and facility management services, corporate and financial services and investment management services and other related services to real estate owners, users and investors; and

(b) To carry on any and all business, transactions and activities permitted by the Maryland General Corporation Law (the "MGCL").

THIRD: The address of the principal office of the Corporation within the State of Maryland is c/o CSC-Lawyers Incorporating Service Company, 11 East Chase Street, Baltimore City, Maryland 21202. The name and address of the resident agent of the Corporation within the State of Maryland is CSC-Lawyers Incorporating Service Company, 11 East Chase Street, Baltimore City, Maryland 21202. The resident agent is a Maryland corporation.

FOURTH: (a) Authorized Capital Stock. The total number of shares of stock which the Corporation shall have authority to issue is 110,000,000 shares of capital stock, consisting of 100,000,000 shares of common stock, par value \$.01 per share (the "Common Stock"), and 10,000,000 shares of preferred stock, par value \$.01 per share (the "Preferred Stock"). The aggregate par value of all of the Corporation's authorized shares of capital stock is \$1,100,000.

(b) Common Stock. The powers, preferences and rights, and the qualifications, limitations and restrictions of the Common Stock are as follows:

(1) Voting. Except as otherwise expressly required by law or provided herein, and subject to any voting rights provided to holders of any other class or series of common stock or to holders of Preferred Stock at any time outstanding, the holders of any outstanding shares of Common Stock shall vote together as a single class on all matters with respect to which stockholders are entitled to vote under applicable law or this Charter, or upon which a vote of stockholders is otherwise duly called for by the Corporation. At each annual or special meeting of stockholders, each holder of record of shares of Common Stock on the relevant record date shall be entitled to cast one (1) vote in person or by proxy for each share of the Common Stock standing in such holder's name on the stock transfer records of the Corporation.

(2) No Cumulative Voting. The holders of shares of Common Stock shall not have cumulative voting rights.

(3) Dividends. Subject to the rights of the holders of any other class or series of common stock or the holders of Preferred Stock, and subject to any other provisions of this Charter, as they may be amended from time to time, holders of shares of Common Stock shall be entitled to receive such dividends and other distributions in cash, stock or property of the Corporation when, as and if declared thereon by the Board of Directors from time to time, out of assets or funds of the Corporation legally available therefor.

(4) Liquidation, Dissolution, etc. In the event of any liquidation, dissolution or winding up (either voluntary or involuntary) of the Corporation, the holders of shares of Common Stock shall be entitled to receive the assets and funds of the Corporation available for distribution after payments to creditors and to the holders of any other series of capital stock of the Corporation that shall have a preference in the event of any liquidation, dissolution or winding up that may at the time be outstanding, in proportion to the number of shares of Common Stock held by them.

(5) No Preemptive or Subscription Rights. No holder of shares of Common Stock shall be entitled to preemptive or subscription rights.

(c) Ability to Reclassify. The Board of Directors may classify and reclassify any unissued shares of any class of capital stock by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of such shares of stock. Subject to the terms and conditions of any outstanding capital stock, the power of the Board of Directors to classify and reclassify any of the shares of capital stock shall include, without limitation, subject to the provisions of this Charter, authority to classify or reclassify any unissued shares of such stock into a class or classes of stock that have a priority as to distributions and upon liquidation and to divide and classify shares of any class into one or more series of such class by determining, fixing or altering one or more of the following:

(1) the designation of such class or series, the number of shares to constitute such class or series which may be increased or decreased (but not below the number of shares of that class or series then outstanding) by resolution of the Board of Directors;

(2) whether the shares of such class or series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;

(3) the dividends, if any, payable on such class or series, whether any such dividends shall be

cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of the same class;

(4) whether the shares of such class or series shall be subject to redemption by the Corporation, and, if so, the times, prices and other conditions of such redemption, and whether or not there shall be a sinking fund or purchase account in respect thereof, and, if so, the terms thereof;

(5) whether the shares of such class or series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of the same class or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

(6) the rights of the holders of shares of such class or series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the Corporation, which rights may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and whether such rights shall rank senior or junior to or on a parity with such rights of any other class or series of stock; and

(7) any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions thereof, insofar as they are not inconsistent with the provisions of this Charter, to the full extent permitted in accordance with the laws of the State of Maryland.

The terms of any capital stock classified or reclassified pursuant to powers of the Board of Directors as set forth herein shall be set forth in Articles Supplementary filed for record with the Maryland State Department of Assessments and Taxation prior to the issuance of any such capital stock.

(d) Preferred Stock. The Board of Directors is hereby expressly authorized to provide for the issuance of all or any shares of the Preferred Stock in one or more classes or series, and to fix for each such class or series such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such class or series, including, without limitation, the authority to provide that any such class or series may be (i) subject to redemption at such time or times and at such price or prices; (ii) entitled to receive dividends (which may be cumulative, cumulative to a limited extent or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (iii) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; or (iv) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, of the Corporation at such price or prices or at such rates of exchange and with such adjustments; all as may be stated in such resolution or resolutions.

(e) Power to Sell and Purchase Shares. Subject to the requirements of applicable law, the Corporation shall have the power to issue and sell all or any part of any shares of any class of stock herein or hereafter authorized to such persons, and for such consideration, as the Board of Directors shall from time to time, in its discretion, determine, whether or not greater consideration could be received upon the issue or sale of the same number of shares of another class, and as otherwise permitted by law. Subject to the requirements of applicable law, the Corporation shall have the power to purchase any shares of any class of stock herein or hereafter authorized from such persons, and for such consideration, as the Board of Directors shall from time to time, in its discretion, determine, whether or not less consideration could be paid upon the purchase of the same number of shares of another class, and as otherwise permitted by law.

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(a) The business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

(b) The number of directors of the Corporation initially shall be nine, which number may from time to time be increased or decreased by, or in the manner provided in, the Bylaws of the Corporation, provided, that the number of directors shall never be less than three nor more than fifteen.

(c) The directors of the Corporation, other than those who may be elected by the holders of any class or series of common stock or Preferred Stock, shall be divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors. The term of the initial Class I directors shall expire on the date of the 1998 annual meeting; the term of the initial Class II directors shall expire on the date of the 1999 annual meeting; and the term of the initial Class III directors shall expire on the date of the 2000 annual meeting. At each succeeding annual meeting of stockholders beginning in 1998, successors to the class of directors whose term expires at that annual meeting shall be elected by a plurality vote of all shares cast at such meeting to hold office for a three-year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible.

The following persons shall serve as Class I directors until the 1998 annual meeting of stockholders:

Robert C. Spoerri
Charles K. Esler
Daniel W. Cummings

The following persons shall serve as Class II directors until the 1999 annual meeting of stockholders:

William E. Sullivan
Earl E. Webb
Lizanne Galbreath

The following persons shall serve as Class III directors until the 2000 annual meeting of stockholders:

Stuart L. Scott
M.G. Rose
Lynn C. Thurber

(d) Election of directors need not be by written ballot unless the Bylaws so provide.

(e) A director shall hold office until the annual meeting for the year in which his or her term expires and until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

(f) Subject to the terms of any one or more other classes or series of common stock or Preferred Stock, any vacancy on the Board of Directors that results from an increase in the number of directors may be filled by a majority of the entire Board of Directors and any other vacancy occurring on the Board of Directors may be filled by a majority of the remaining Directors, even if less than a quorum, or by a sole remaining director. Any vacancy on the Board of Directors which results from the removal of a director may also be filled by the stockholders. Any director of any class elected by the stockholders to fill a vacancy resulting from the removal of a director of such class shall serve for the balance of the term of the removed director. Any director elected by the Board of Directors to fill a vacancy shall serve until the next annual meeting of stockholders and until his successor is elected and qualifies. Subject to the rights, if any, of the holders of shares of Preferred Stock or shares of any other class or series of common stock then outstanding, any director of the Corporation may be removed from office at any time, but only for cause (as such term would be construed under Section 2-406(a) of the MGCL, or any successor provision) and only

by the affirmative vote of the holders of at least two-thirds (2/3) of the voting power of the Corporation's then outstanding capital stock entitled to vote generally in the election of directors. Notwithstanding the foregoing, whenever the holders of any one or more classes or series of Preferred Stock or one or more other classes or series of common stock shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of this Charter applicable thereto, and such directors so elected shall not be divided into classes pursuant to this Article FIFTH unless expressly provided by such terms.

(g) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the MGCL, this Charter, and the Bylaws of the Corporation; provided, however, that no Bylaws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such Bylaws had not been adopted.

SIXTH: To the fullest extent permitted by the MGCL or Maryland decisional law, as amended, supplemented or interpreted, no director or officer shall be personally liable to the Corporation or any of its stockholders for monetary damages. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

SEVENTH: The Corporation shall indemnify its directors and officers to the fullest extent permitted by the MGCL or Maryland decisional law, as amended, supplemented or interpreted, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that,

except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article SEVENTH shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article SEVENTH to directors and officers of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article SEVENTH shall not be exclusive of any other right which any person may have or hereafter acquire under this Charter, the Bylaws of the Corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

Any repeal or modification of this Article SEVENTH by the stockholders of the Corporation shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

EIGHTH: Any action required or permitted to be taken by the stockholders of the Corporation must be effected: (i) at a duly called annual or special meeting of the stockholders of the Corporation or (ii) by written consent if there is filed with the records of stockholders meetings a unanimous written consent which sets forth the action and is signed by each stockholder entitled to vote on the matter and a written waiver of any right to dissent signed by each stockholder entitled to notice of the meeting but not entitled to vote thereat.

NINTH: Unless otherwise prescribed by law or otherwise provided herein, special meetings of the stock-

holders, for any purpose or purposes, may be called by either (i) the Chairman of the Board of Directors, if there be one, (ii) the President, (iii) the Board of Directors or (iv) the Secretary at the request in writing of stockholders owning a majority of the capital stock of the Corporation issued and outstanding and entitled to vote at the meeting.

TENTH: Meetings of stockholders may be held at any place in the United States as is provided in the Bylaws or set by the Directors of the Corporation in accordance therewith. The books of the Corporation may be kept (subject to any provision contained in the MGCL) outside the State of Maryland at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ELEVENTH: The Board of Directors or the stockholders shall have the power to adopt, amend, alter or repeal the Corporation's Bylaws. The affirmative vote of at least a majority of the entire Board of Directors or the affirmative vote of at least a majority of the shares of stock entitled to vote thereon shall be required to adopt, amend, alter or repeal the Corporation's Bylaws.

TWELFTH: The Corporation hereby expressly elects not to be governed by the provisions of Title 3, Subtitle 7 of the MGCL.

THIRTEENTH: The Corporation hereby expressly elects not to be governed by the provision in Title 3, Subtitle 6, Section 3-602 with respect to any business combination with the following: DEL-LPL Limited Partnership and DEL-LPAML Limited Partnership and any present or future affiliate or associate of DEL-LPL Limited Partnership or DEL-LPAML Limited Partnership, or any person acting in concert with any of the foregoing persons.

FOURTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Charter in the manner now or hereafter prescribed in this Charter, the Bylaws of the Corporation or the MGCL, and all rights herein conferred upon stockholders are granted subject to such reservation; provided, however, that notwithstanding anything else contained in this Charter to the contrary, the affirmative vote of the holders of at least eighty percent (80%) of the then

outstanding shares of Common Stock shall be required to change Article FIFTH, Article SIXTH, Article SEVENTH, Article NINTH, Article TWELFTH, Article THIRTEENTH or this Article FOURTEENTH and, to the extent permissible under the MGCL, the affirmative vote of the holders of at least a majority of the then outstanding shares of Common Stock voting as a single class shall be required to change any other provision contained in this Charter.

FIFTEENTH: The duration of the Corporation shall be perpetual.

THIRD: The foregoing amendment and restatement of the Charter of the Corporation has been duly approved by a majority of the entire Board of Directors and no stock entitled to vote on the matter was outstanding at the time of such approval.

FOURTH: (a) As of immediately before the filing of these Articles of Amendment and Restatement, the Corporation has the authority to issue 10,000,000 shares of Common Stock, par value \$.01 per share. The aggregate par value of all of the authorized shares of stock is \$100,000.

(b) As amended, the total number of shares of stock which the Corporation shall have authority to issue has been increased to 110,000,000 shares of capital stock, consisting of 100,000,000 shares of Common Stock, par value \$.01 per share, and 10,000,000 shares of Preferred Stock, \$.01 per share. As amended, the aggregate par value of all of the Corporation's authorized shares of capital stock is \$1,100,000.

(c) The shares of stock of the Corporation are divided into classes, and the amendment contains a description, as amended, of each class, including the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption.

FIFTH: The current address of the principal office of the Corporation within the State of Maryland is c/o CSC-Lawyers Incorporating Service Company, 11 East Chase Street, Baltimore City, Maryland 21202.

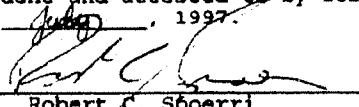
SIXTH: The name and address of the Corporation's current resident agent is CSC-Lawyers Incorporating Service Company, 11 East Chase Street, Baltimore City, Maryland 21202.

SEVENTH: The number of directors of the Corporation is nine. The names of the directors currently in office are:

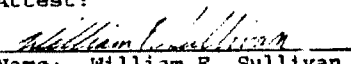
Daniel W. Cummings
Charles K. Esler
Lizanne Galbreath
M.G. Rose
Stuart L. Scott

Robert C. Spcerri
William E. Sullivan
Lynn C. Thurber
Earl E. Webb

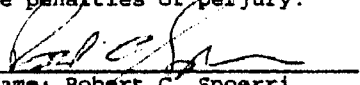
IN WITNESS WHEREOF, LaSalle Partners Incorporated has caused these presents to be signed in its name and on its behalf by its President and attested to by its Secretary on this 7th day of July, 1997.

By: 
Name: Robert C. Spoerri
Title: President

Attest:


Name: William E. Sullivan
Title: Secretary

THE UNDERSIGNED, President of LaSalle Partners Incorporated, who executed on behalf of the Corporation the foregoing Articles of Amendment and Restatement of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Amendment and Restatement to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Name: Robert C. Spoerri
Title: President

5

ARTICLES OF INCORPORATION
OF
LASALLE PARTNERS INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 15, 1997 AT 2:53 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

\$ 20.00

RECORDING
FEE PAID

\$ 20.00

SEARCH
FEE PAID

\$

D4667689

IT IS HEREBY CERTIFIED THAT THE WITHIN INSTRUMENT TOGETHER WITH ALL INSTRUMENTS THEREON HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

THE PRENTICE-HALL CORPORATION
SYSTEM, MARYLAND
11 E. CHASE ST.
BALTIMORE MD 21202

205C3108675

A



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER 1080

3924
1585

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200

4/15/97

253p

ARTICLES OF INCORPORATION

OF

LASALLE PARTNERS INCORPORATED 71128107

The undersigned, being a natural person and acting as incorporator, does hereby adopt the following Articles of Incorporation for the purpose of forming a business corporation in the State of Maryland, pursuant to the provisions of the Maryland General Corporation Law.

FIRST: (1) The name of the incorporator is M. Martha Sherry.

(2) The incorporator's address is:

c/o Skadden, Arps, Slate, Meagher & Flom (Illinois)
333 West Wacker Drive
Suite 2100
Chicago, Illinois 60606

(3) The incorporator is at least eighteen years of age.

(4) The incorporator is forming the corporation named in these Articles of Incorporation under the general laws of the State of Maryland, to wit, the Maryland General Corporation Law ("MGCL").

SECOND: The name of the corporation (the "Corporation") is LaSalle Partners Incorporated.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the provisions of the MGCL.

FOURTH: The address of the principal office of the Corporation within the State of Maryland is c/o CSC-Lawyers Incorporating Service Company, 11 East Chase Street, Baltimore City, Maryland 21202.

RECEIVED
97 APR 15 PM 5:08
ASST. SEC. TREAS.

FIFTH: The name and the address of the resident agent of the Corporation within the State of Maryland is CSC-Lawyers Incorporating Service Company, 11 East Chase Street, Baltimore City, Maryland 21202.

SIXTH: (1) The total number of shares of stock which the Corporation has authority to issue is 10,000,000 shares of Common Stock, each having a par value of one penny (\$.01).

(2) The aggregate par value of all the authorized shares of stock is \$100,000.

(3) The Board of Directors is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(4) Provisions, if any, governing the restriction on the transferability of any of the shares of stock of the Corporation may be set forth in the Bylaws of the Corporation or in any agreement or agreements duly entered into.

(5) To the extent permitted by Section 2-104(b)(5) of the MGCL, notwithstanding any provision of the MGCL, requiring a greater proportion than a majority of the votes entitled to be cast in order to take or authorize any action, any such action may be taken or authorized upon the concurrence of at least a majority of the aggregate number of votes entitled to be cast thereon.

SEVENTH: (1) The number of directors of the Corporation shall be eight, which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than the minimum number permitted by the MGCL now or hereafter in force. The names of the directors who will serve until the first annual meeting of stockholders and until their successors are elected and qualified are: Daniel W. Cummings, Charles K. Esler, M.G. Rose, William E. Sullivan, Stuart L. Scott, Robert C. Spoerri, Lynn C. Thurber and Earl E. Webb.

(2) The initial Bylaws of the Corporation shall be adopted by the initial directors. Thereafter, the power to adopt, alter, and repeal the Bylaws of the Corporation shall be vested in the Board of Directors of the Corporation.

(3) The liability of the directors of the Corporation is limited to the fullest extent permitted by the provisions of Section 2-405.2 of the MGCL, as the same may be amended and supplemented.

(4) The Corporation shall, to the fullest extent permitted by the MGCL, as the same may be amended and supplemented, and, without limiting the generality of the foregoing in accordance with Section 2-418 of the MGCL, indemnify directors and officers of the Corporation whom it shall have power to indemnify under said law from and against any and all of the expenses, liabilities or other matters referred to in or covered by the MGCL, and the Board of Directors is hereby empowered to authorize from time to time rights of indemnification to employees and agents of the Corporation similar to those conferred in this Article SEVENTH to directors and officers of the Corporation.

EIGHTH: From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the MGCL at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and any contract rights at any time conferred upon the stockholders of the Corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have adopted and signed these Articles of
Incorporation and do hereby acknowledge that the adoption and signing are my act.

Dated: April 14, 1997


M. Martha Sherry

