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J.L.W. SUPPLY COMPANY LIMITED
(the "Company")

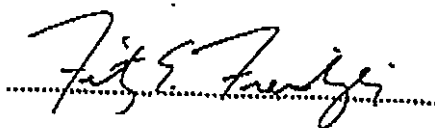
Written resolution signed by or on behalf of all the
members of the Company passed in accordance with
section 381A of the Companies Act 1985 (as amended)

Change of name of the Company

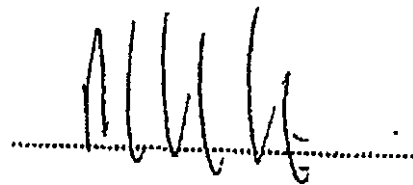
IT IS HEREBY RESOLVED THAT:-

1. the name of the Company be changed to Jones Lang LaSalle Supply Co. Limited; and
2. the memorandum and articles of association attached hereto be and the same are hereby approved and adopted as the memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company.

Dated 11th day of March, 1999



for and on behalf of
LaSalle Partners, Incorporated (in the
process of changing its name to
Jones Lang LaSalle Incorporated)



for and on behalf of
JLW Continuation Limited (in the
process of changing its name to Jones
Lang LaSalle Continuation Limited)

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S/DAY

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THE COMPANIES ACT 1985 (AS AMENDED)

LIMITED COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

JONES LANG LASALLE SUPPLY CO. LIMITED (the "Company")¹

(As amended by Special Resolution of the members dated 11th March, 1999)

1. The name of the Company is "Jones Lang LaSalle Supply Co. Limited".
2. The registered office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:-
 - (A) To carry on business as surveyors and property consultants and to provide any and every service, consultancy or advice in connection with the building or surveying of, investment in, letting, financing and occupation of property and to design and supervise building works of all kinds. Any business of surveying for the time being carried on by the Company shall at all times be conducted in accordance with the Rules of Conduct for the time being of The Royal Institution of Chartered Surveyors.
 - (B) To carry on business as land and estate agents, auctioneers, appraisers, valuers, brokers, commission agents and general agents and to purchase or otherwise acquire and to sell, let or otherwise dispose of and deal in real and personal property of every description.
 - (C) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.

¹ Originally incorporated as J.L.W. Supply Company, an unlimited company, on 25th October, 1974. The company re-registered as a limited liability company on 9th March, 1999. The name of the Company was changed by Special Resolution to Jones Lang LaSalle Supply Co. Limited on 11th March, 1999.

- (D) To provide services to any subsidiary associated with the Company which should include any subsidiaries of the ultimate parent company of the Company (each a "Related Entity", together "Related Entities").
- (E) To carry on business as a general commercial company and to carry on any trade or business whatsoever.
- (F) To carry on any business, undertaking, transaction or operation commonly carried on or undertaken by manufacturers, merchants and dealers (both wholesale and retail) in all or any articles of commercial and personal use and consumption, importers, exporters, shipowners, bankers, factors, capitalists, promoters, financiers and investors, concessionaires, brokers, contractors, mercantile and general agents, advertising agents, publishers, carriers and transporters of all kinds and to carry on all or any of the said businesses either together as one business or as separate distinct businesses in any part of the world.
- (G) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.
- (H) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.
- (I) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.
- (J) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (K) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.
- (L) To lend money, and grant or provide credit and financial accommodation, to any person and to deposit money with any person and to carry on the business of a banking, finance or insurance company.

- (M) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company and in particular, but without prejudice to the generality of the foregoing, to acquire (by purchase, subscription, exchange or otherwise) and hold by way of investment all or any of the shares, stock, securities or obligations or other rights or interests of or in any company or public body and to buy and sell foreign exchange.
- (N) To acquire and carry on any business carried on by a Related Entity.
- (O) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same.
- (P) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society and to enter into any interest or currency rate exchange agreement or other financial instrument whatsoever.
- (Q) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a Related Entity.
- (R) To amalgamate or enter into partnership or any profit-sharing arrangement with, and co-operate or participate in any way with or to take over or assume any obligation of, or to assist or subsidise any person.
- (S) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.

- (T) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.
- (U) To sell, exchange, mortgage, charge, let, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities or for a share of profit or a royalty or other periodical or deferred payment.
- (V) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (W) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustee of any kind and to undertake and execute any trust and any trust business (including the business of acting as trustee under wills and settlements and as executor and administrator).
- (X) To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (Y) To grant or procure the grant of donations gratuities, pensions, annuities, allowances, or other benefits, including benefits on death to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a Related Entity or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the Board of Directors of the Company considers have any moral claim on the

Company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes or any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.

- (Z) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (AA) To distribute any of the property of the Company among its creditors and Members in specie or kind.
- (BB) To purchase or otherwise acquire, on such terms and in such manner as the articles of the Company from time to time provide, any shares in the Company's capital.
- (CC) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (DD) To carry on any other business or activity and do anything of any nature which in the opinion of the Board of Directors of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members.
- (EE) To do all such other things as in the opinion of the Board of Directors of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context

so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any business carried on by the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.
5. The share capital of the Company is £50,000 divided into 5,000,000 shares of £0.01 each² and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

² It should be noted that the Company, pursuant to an ordinary resolution passed at an extraordinary general meeting dated 8th October, 1998, sub-divided its authorised share capital, which consisted of 300,000 Ordinary Shares of £1 each, into 30,000,000 Ordinary Shares of £0.01 each. At the same meeting, pursuant to a special resolution, the Company reduced its authorised share capital from £300,000 divided into 30,000,000 shares of £0.01 each to £50,000 divided into 5,000,000 Ordinary Shares of £0.01 each.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

J.H. Scrutton
W.J. Preston
A.G. Spooner
J.W. Hughes

all of 103 Mount Street
London W1Y 6AS

Chartered Surveyors

Dated the 2nd day of October 1974.

Witness to the above Signatures:-

B.C. Loveless
62 Bathmere Court
St. Johns Wood, N.W.8

Chartered accountant

THE COMPANIES ACT 1985 (AS AMENDED) (the "Act")

LIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

JONES LANG LASALLE SUPPLY CO. LIMITED (the "Company")¹

(As amended by Special Resolution of the members on 11th March, 1999)

Adoption of Table A

1. In these articles "Table A" means Table A scheduled to The Companies (Tables A to F) Regulations 1985 as amended prior to the date of adoption of these articles. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the Company and, together with these articles, shall constitute the articles of the Company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the Company.

Interpretation

2. "Related Entity" shall mean any subsidiary associated with the Company which should include any subsidiaries of the ultimate parent company of the Company. Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles. References in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form. Headings are for convenience only and shall not affect construction.

Rights attached to shares

3. Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the Company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide. Regulation 2 of Table A shall not apply.

¹ Originally incorporated as J.L.W. Supply Company, an unlimited company, on 25th October, 1974. The company re-registered as a limited company on 9th March, 1999. The name of the Company was changed by Special Resolution to Jones Lang LaSalle Supply Co. Limited on 11th March, 1999.

Unissued shares

4. Subject to the provisions of the Act and to these articles, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as they may determine.

Authority to issue relevant securities

5. Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to exercise all powers of the Company to allot relevant securities. The maximum nominal amount of relevant securities that may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of adoption of this article or such other amount as may from time to time be authorised by the Company in general meeting. The authority conferred on the directors by this article shall remain in force for a period of five years from the date of adoption of these articles or such longer period as is authorised from time to time by the Company in a general meeting by an elective resolution in accordance with the Act but may be revoked varied or renewed from time to time by the Company in general meeting in accordance with the Act.

Exclusion of pre-emption rights

6. Section 89(1) of the Act shall not apply to the allotment by the Company of any equity security.

Transfer of shares

7. The directors may, in their absolute discretion and without giving any reason for doing so, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

Notice of general meetings

8. (a) The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in Regulation 38 of Table A.
- (b) Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, and also to the auditors or, if more than one, each of them. The last sentence of Regulation 38 of Table A shall not apply.

Proceedings at general meetings

9. For all purposes of these articles a general meeting of the company or of the holders of any class of its shares shall be valid and effective for all purposes if one

person being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present. Regulation 40 of Table A shall be modified accordingly. If, and for so long as, the Company has only one member, that member or the proxy for that member or, where that member is a corporation, its duly authorised representative shall be a quorum at any general meeting of the Company or of the holders of any class of shares. Regulation 40 of Table A shall be modified accordingly.

10. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting of the Company or of any class of members thereof at which he was present shall be as effectual as if it had been passed at a general meeting or class meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members. Regulation 53 shall not apply.

11. If and whenever the capital of the Company shall comprise shares of different classes a separate general meeting of the holders of the shares of any class in the capital of the Company may at any time be convened by the board and shall be convened on the requisition of any two members holding shares of that class, the provisions set out in these articles with regard to the requisitioning of meetings shall apply to any class meeting so requisitioned. To every such separate general meeting all the provisions contained here relating to general meetings or the proceedings thereat shall all things being equal apply but so that the necessary quorum shall be two persons present in person holding or representing by proxy not less than one-half of the issued shares of the class and holders of shares of the class shall on a poll have one vote in respect of each share of the class held by them respectively. The special rights attached to any class of shares may be varied, modified or abrogated to any extent with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of such class and this is whether the Company is in liquidation or is in contemplation of liquidation or not. These provisions will apply also in the event that there is a single member in any class.

Votes of members

12. At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number or the holdings of the members for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder. Regulation 54 of Table A shall not apply.

Members may vote when money is payable by them

13. Regulation 57 of Table A shall not apply.

Delivery of proxies

14. The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the directors) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article. Regulation 62 of Table A shall not apply.

Number of directors

15. (a) Regulation 64 of Table A shall not apply to the Company.
- (b) Unless otherwise determined by ordinary resolution there shall be no maximum number of directors and the minimum number of directors shall be two, save that the minimum number shall be one where the sole director is a company. Whensoever the minimum number of directors shall be one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these articles expressed to be vested in the directors generally, and Regulation 89 in Table A shall be modified accordingly.

Alternate directors

16. Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.

Power to provide for employees

17. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the Company or any Related Entity in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that Related Entity.

Delegation of directors' powers

18. The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of directors or to a director as a member of such a committee shall include a committee established under this article or such person or persons.

Appointment and removal of directors by majority shareholders

19. Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company may by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the Company at any time and from time to time:-

- (i) appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed);
- (ii) appoint any person to be the Chairman or remove him from office and the first sentence of Regulation 91 of Table A shall not apply.

Appointment of directors by board

20. Without prejudice to the powers conferred by any other article, any person may be appointed a director by the directors, either to fill a vacancy or as an additional director.

No age limit or share qualification

21. No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age. No shareholding qualification for directors shall be required.

Exclusion of rotation requirements and other provisions

22. Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.

Disqualification and removal of directors

23. The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 of Table A but also if he is requested by all his co-directors to resign or is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

Directors' gratuities and pensions

24. The directors may exercise all the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the Company or with any Related Entity or with a predecessor in business of the Company or any Related Entity and may contribute to any fund and pay premiums for the purchase or provision of any such

benefit. No director or former director shall be accountable to the Company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company. Regulation 87 of Table A shall not apply.

Notice of board meetings

25. Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the director concerned. A director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the directors shall during his absence be sent in writing to him at an address or to a fax or telex number given by him to the Company for this purpose, but if no request is made to the directors it shall not be necessary to give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom. A director may waive notice of any meeting either prospectively or retrospectively. Regulation 88 of Table A shall be modified accordingly.

Participation in board meetings by telephone

26. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

Resolution in writing

27. A resolution in writing executed by all the directors for the time being entitled to receive notice of a meeting of the board (if that number is sufficient to constitute a quorum) or by all the members of the committee for the time being so entitled may consist of several documents in like form, each signed by one or more directors, and shall be valid and effectual as if it had been passed at a meeting or, as the case may be, a committee of directors duly convened.

Directors may vote when interested

28. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the directors in accordance with the Act. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any contract or proposed contract in which he is interested and if he shall do so his

vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 and 95 of Table A shall not apply.

Authentication of documents

30. Any director or the secretary or any person appointed by the directors for the purpose shall have power to authenticate any documents relating to the constitution of the Company (including the memorandum of association of the Company and these articles) and any resolution passed by the Company or the directors, or committee of the directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts.

Notices

31. Any notice or other document may be served on or delivered to any member by the Company either personally, or by sending it by post addressed to the member at his registered address or by fax or telex to a number provided by the member for this purpose, or by leaving it at his registered address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall not apply.

Time of service

32. Any notice or other document, if sent by post, shall be deemed to have been served or delivered on the day on which it was posted and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post, or sent by fax or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.