

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1188567

The Registrar of Companies for England and Wales hereby certifies that

J.L.W. SUPPLY COMPANY LIMITED

having by special resolution changed its name, is now incorporated
under the name of

JONES LANG LASALLE SUPPLY CO. LIMITED

Given at Companies House, London, the 12th March 1999



C01188567B

A.J. Harness
AJ HARNESS

For The Registrar Of Companies



C O M P A N I E S H O U S E

No: 01188567



J.I.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
JI.W. Continuation Limited (in the
process of changing its name to Jones
Lang LaSalle Continuation Limited)

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ON CHANGE OF NAME**

Company No. 1188567

The Registrar of Companies for England and Wales hereby certifies that

JONES LANG LASALLE SUPPLY CO. LIMITED

having by special resolution changed its name, is now incorporated
under the name of

JONES LANG LASALLE LIMITED

Given at Companies House, London, the 4th January 2000



C011885673

A handwritten signature in black ink, appearing to read 'J Mayne'.

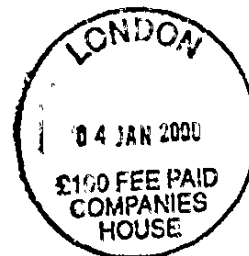
MR J MAYNE

For The Registrar Of Companies



C O M P A N I E S H O U S E

No.: 1188567



THE COMPANIES ACT 1985 (as amended) (the "Act")

Written Resolution of Jones Lang LaSalle Supply Co. Limited (the "Company")
pursuant to section 381A of the Act

We, the undersigned, being the members of the Company who, at the date of these resolutions, would be entitled to attend and vote at general meetings of the Company HEREBY PASS the following written resolutions and agree that the said resolutions shall, for all purposes, be as valid and effective as if the same had been passed at a general meeting of the Company duly convened:-

IT IS RESOLVED THAT the directors of the Company be and are hereby instructed to issue seventy ordinary shares of one pence each in the Company fully paid to Jones Lang LaSalle Europe Limited.

IT IS RESOLVED THAT the ordinary shares of one pence each in the Company, whether issued or unissued, be and are consolidated into ordinary shares of one pound each at the rate of one hundred ordinary shares of one pence each into one ordinary share of one pound, and that any fractional entitlements so arising be dealt with as the directors of the Company shall determine.

IT IS RESOLVED THAT the authorised share capital of the Company be and is hereby increased to £125,000,000.

IT IS RESOLVED THAT the name of the Company be changed to "Jones Lang LaSalle Limited" with effect from 4th January 2000 (or as soon as practicable thereafter) and the Company Secretary be instructed to make the necessary filings with the Registrar of Companies.

IT IS RESOLVED THAT, upon execution of the Transfer Agreement between the Company and Jones Lang LaSalle Europe Limited providing for the transfer to the Company of the entire issued share capital of Jones Lang LaSalle Limited the Company secretary be and is hereby instructed to take all steps necessary to allot to Jones Lang LaSalle Europe Limited 89,565,781 ordinary £1 shares in the Company.

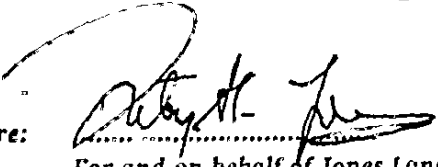
Dated: 23rd December, 1999

Signature:

For and on behalf of Jones Lang LaSalle Incorporated

S/DAY #100
N/C
Online Card

Signature:



For and on behalf of Jones Lang LaSalle Continuation Limited

CC993540161