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CORPORATION(S) NAME

Inland Retail Real Estate Limited Partnership

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Florida Department of State, Sandra B. Mortham, Secretary of State

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Inland Retail Real Estate Limited Partnership
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Illinois 4. September 23, 1998
(State of Formation) (Date of Formation)

5. C T CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)

6. 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

Anne E. Diamond
C T CORPORATION SYSTEM
(Officer must sign on this line)

Anne E. Diamond
Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

8. 2901 Butterfield Road
Oak Brook, DuPage County, Illinois 60523 Attn: Robert H. Baum
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAME OF GENERAL PARTNERS	STREET ADDRESS
<u>Inland Retail Real Estate Trust, Inc.</u> <u>F98000006597</u>	<u>2901 Butterfield Road</u> <u>Oak Brook, IL 60523</u>
_____	_____
_____	_____

10. 2901 Butterfield Road, Oak Brook, IL 60523
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

12. 2901 Butterfield Road, Oak Brook, IL 60523

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 5th day of April, 19 99.

INLAND RETAIL REAL ESTATE TRUST, INC.

By: Roberta S. Matlin
General Partner

Roberta S. Matlin, Vice President

STATE OF ILLINOIS

COUNTY OF DUPAGE

On this 5th day of April, 19 99.

Roberta S. Matlin personally appeared before me

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

who is personally known to me

whose identity I proved on the basis of _____

Mary V. Cooper
(Notary Public Signature)

MARY V. COOPER
(Notary's Printed Name)



Seal

My Commission Expires: 9/19/99

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

Roberta S. Matlin, Vice President of
BEFORE ME, the undersigned, personally appeared Inland Retail Real Estate Trust, Inc.,
a general partner of Inland Retail Real Estate Limited/Partnership ^(an) Illinois
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ 2,000 .
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 2,000 .

Under the penalties of perjury, I being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 5th day of April, 1999 .

INLAND RETAIL REAL ESTATE TRUST, INC.
By: Roberta S. Matlin
General Partner
Roberta S. Matlin, Vice President

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STATE OF ILLINOIS
COUNTY OF DUPAGE

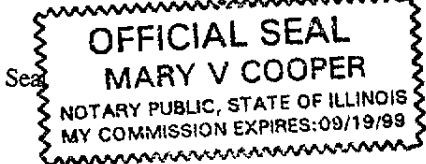
On this 5th day of April, 1999 ,

Roberta S. Matlin personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

Mary V. Cooper
(Notary Public Signature)

MARY V. COOPER
(Notary's Printed Name)



My Commission Expires: 9/19/99