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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
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TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

Atlantic & Pacific Real Estate (US), Inc

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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MRD 9/29

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Atlantic & Pacific Real Estate (US), Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. California 3. 27-0983221
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 17, 2009 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1610 E. Saint Andrew Place, Suite B-150E, Santa Ana, CA 92705
(Principal office address)

Same as above.
(Current mailing address)

8. To conduct real estate brokerage activities through a network of licensed real estate agents.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: [Signature] C T Corporation System Chris McNeair
Assistant Secretary
(Registered agent's signature)

(I. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Please see attached Addendum A.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see attached Addendum B.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Director or Officer listed in number 12 of the application)

14. Arash Mostafavipour, Senior Vice President, General Counsel and Corporate Secretary
(Typed or printed name and capacity of person signing application)

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Addendum A

12 A. Directors

David S. Gordon
Arash Mostafavipour
Steven D. DiUbaldo

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Addendum B

12 B. Officers

✓ David S. Gordon: President
1610 E. Saint Andrew Place, Suite B-150E
Santa Ana, CA 92705

Sharon Moselcy: EVP & Chief Information Officer
1610 E. Saint Andrew Place, Suite B-150E
Santa Ana, CA 92705

✓ Steven D. DiUbaldo: EVP, Realty Services
1610 E. Saint Andrew Place, Suite B-150E
Santa Ana, CA 92705

✓ Arash Mostafavipour: SVP, General Counsel and Corporate Secretary
1610 E. Saint Andrew Place, Suite B-150E
Santa Ana, CA 92705

Philip Grassbaugh: SVP and Chief Financial Officer
1610 E. Saint Andrew Place, Suite B-150E
Santa Ana, CA 92705

Nic Tenwolde: SVP, Realty Services
1610 E. Saint Andrew Place, Suite B-150E
Santa Ana, CA 92705

Ginger Crawford: SVP, Human Resources
1610 E. Saint Andrew Place, Suite B-150E
Santa Ana, CA 92705

Louis J. Garday: Chief Tax Officer
1610 E. Saint Andrew Place, Suite B-150E
Santa Ana, CA 92705

Teri Idarola: VP, Qualifying Broker
1610 E. Saint Andrew Place, Suite B-150E
Santa Ana, CA 92705

State of California
Secretary of State

CERTIFICATE OF STATUS

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ENTITY NAME:

ATLANTIC & PACIFIC REAL ESTATE (US), INC.

FILE NUMBER: C3229902
FORMATION DATE: 09/17/2009
TYPE: DOMESTIC CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, DEBRA BOWEN, Secretary of State of the State of California,
hereby certify:

The records of this office indicate the entity is authorized to exercise
all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of
California this day of September 24, 2009.

Debra Bowen

DEBRA BOWEN
Secretary of State