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CORPORATION(S) NAME

SDG Development Company, Inc

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(X) Profit
() NonProfit
() Amendment
() Merger
(X) Foreign
() Dissolution/Withdrawal
() Mark
() Limited Partnership
() Reinstatement
()Fictitious Name
() Annual Report
() Name Registration
() Other
() Change of R.A.
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CR2E031 (1-89)

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. SDG Development Company, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Indiana
(State or country under the law of which it is incorporated)

3. "Applied For"
(FEI number, if applicable)

4. December 18, 1997
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 115 W. Washington St., Suite 15E, Indianapolis, Indiana 46204
(Current mailing address)

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8. See attached purpose clause
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

Jeffrey R Graves, Asst. Secy
(Type Name and Title of Officer)

(FL - 2189 - 11/16/94)
CT System

11. 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.

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

A. DIRECTORS

Chairman: See attached list of directors

Address:

Vice Chairman: See attached list of directors

Address:

Director: See attached list of directors

Address:

Director:

Address:

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B. OFFICERS

President: See attached list of officers

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 Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James M. Barkley, Secretary
(Typed or printed name and capacity of person signing application)

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(FLA. 2189)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

Purpose Clause of
SDG Development Company, Inc.

The business of the Partnership is to acquire, own, develop, finance, refinance, encumber, improve, operate, manage, lease and sell or otherwise dispose of real property and interests in real property and to do all things necessary or incidental to such business.

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SDG Development Group, Inc.

OFFICERS AND DIRECTORS

Title	Name	Address
Co-Chairman of the Board & Director	Melvin Simon	115 W. Washington Street Indianapolis, IN 46204
Co-Chairman of the Board & Director	Herbert Simon	115 W. Washington Street Indianapolis, IN 46204
Chief Executive Officer & Director	David Simon	115 W. Washington Street Indianapolis, IN 46204
President, Chief Operating Officer & Director	Richard S. Sokolov	115 W. Washington Street Indianapolis, IN 46204
Executive Vice President -- Corporate Development	Randolph Foxworthy	115 W. Washington Street Indianapolis, IN 46204
Executive Vice President -- Property Development	William J. Garvey	115 W. Washington Street Indianapolis, IN 46204
Executive Vice President -- Leasing	James A. Napoli	115 W. Washington Street Indianapolis, IN 46204
General Counsel; Secretary	James M. Barkley	115 W. Washington Street Indianapolis, IN 46204
Treasurer	Stephen E. Sterrett	115 W. Washington Street Indianapolis, IN 46204

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STATE OF INDIANA

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

SDG DEVELOPMENT COMPANY, INC.

filed Articles of Incorporation on December 18, 1997, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

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In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twelfth day of March, 1998.

SUE ANNE GILROY, Secretary of State

Deputy