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ACCOUNT NO. : 072100000032

REFERENCE : 449773 4373528

AUTHORIZATION : *Patricia Piggett*

COST LIMIT : \$ 155.00

ORDER DATE : November 15, 2001

ORDER TIME : 2:28 PM

ORDER NO. : 449773-015

CUSTOMER NO.: 4373528

CUSTOMER: Ms. Roddie Brunstrom
The Rouse Corporation

10275 Patuxent Pkwy.
(legal Division)
Columbia, MD 21044

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: THE ROUSE COMPANY OF FLORIDA
LLC

600004686276--3

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

[Handwritten initials]

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

**ARTICLES OF ORGANIZATION
OF
THE ROUSE COMPANY OF FLORIDA, LLC**

The undersigned, acting as the authorized representative, hereby forms The Rouse Company of Florida, LLC, a limited liability company under the Florida Limited Liability Company Act and adopts the following Articles of Organization for the Company:

**ARTICLE I
Name**

The name of the limited liability company (referred to herein as the "Company") is:

The Rouse Company of Florida, LLC

**ARTICLE II
Principal Office and Mailing Address**

The initial principal office and mailing address of the Company are: C/O Office of the General Counsel, The Rouse Company, 10275 Little Patuxent Parkway, Columbia, MD 21044.

**ARTICLE III
Initial Registered Agent and Office**

The street address of the initial registered office of the Company is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301-2607.

**ARTICLE IV
Authorized Representative**

The name and address of the authorized representative of the Company executing these Articles of Organization is:

<u>Name</u>	<u>Address</u>
Jeffrey C. Palkovitz	10275 Little Patuxent Parkway Columbia, MD 21044

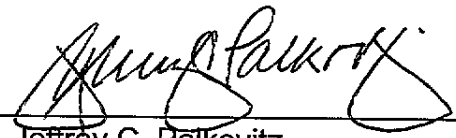
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ARTICLE V
Management

The Company shall be a manager-managed company.

Dated this 15th day of November, 2001.

By: _____


Jeffrey C. Palkovitz
Authorized Representative

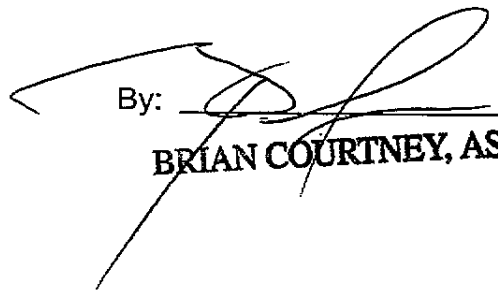
ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 16th day of November, 2001.

REGISTERED AGENT:

By: _____


BRIAN COURTNEY, ASST. VP.

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TALLAHASSEE, FLORIDA

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