

LO6000047579

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

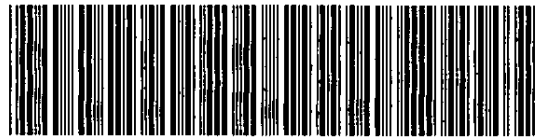
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600161330886

10/08/09--01037--011 **35.00

10/08/09--01037--012 **35.00

10/08/09--01037--013 **35.00

10/08/09--01037--014 **35.00

FILED
09 NOV 16 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

NOV 16 2009

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: General Growth Development, LLC
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Cynthia J. Arevalo, Esq.
Contact Person

Sukkar, Arevalo & Associates
Firm/Company

2434 Hollywood Blvd., 2nd Floor
Address

Hollywood, FL 33022
City/State and Zip Code

A.ELQADAH@GMAIL.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cynthia J. Arevalo, Esq. At (954) 922-2836
Name of Contact Person Area Code & Daytime Telephone Number

FILED
09 NOV 16 PM 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Sukkar Arevalo
& Associates
Immigration Law since 1987

Mazen M. Sukkar, Esq.
AV Rated, Florida Board Certified in
Immigration and Nationality Law
Cynthia J. Arevalo, Esq.
Also admitted in New Jersey

Michelangelo Croce, Esq.
Also admitted in Pennsylvania

Internet Address: www.Sukkarlaw.com
Email: Immigration@Sukkarlaw.com

November 11, 2009

Ms. Deborah Bruce
Regulatory Specialist II
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
09 NOV 16 PM 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: General Growth Development LLC
Ref Number: L06000047579

Dear Ms. Bruce:

As per our conversation, I enclose the amended Articles of Merger for the above referenced company. Our client has removed Wireless + from the Articles of Merger. The other two companies, 3G Communications and IATCO, you confirmed were active and able to be merged.

Please let us know if you require any additional information to complete the merger. Thank you in advance for all your assistance in this matter.

Respectfully,


Cynthia J. Arevalo, Esq.
SUKKAR AREVALO & ASSOCIATES

Enclosures
CJA:imr



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 9, 2009

954-922-2836

CYNTHIA J. AREVALO, ESQ.
SUKKAR, AREVALO & ASSOCIATES
2434 HOLLYWOOD BLVD., 2ND FLOOR
HOLLYWOOD, FL 33022

SUBJECT: GENERAL GROWTH DEVELOPMENT LLC
Ref. Number: L06000047579

We have received your document for GENERAL GROWTH DEVELOPMENT LLC and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Any Florida entity listed as a party to a merger must have an active Florida registration on our records or the merger cannot be filed. A review of our records indicates a Florida party is no longer active on our records. Please refer to the enclosed computer printout.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 609A00032590

09 NOV 16 PM 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>General Growth Development, LLC</u>	<u>Florida</u>	<u>L06000047579</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>3G Communications, Inc.</u>	<u>Florida</u>	<u>P05000153097</u>
<u>IATCO International Investments, In</u>	<u>Florida</u>	<u>P04000037347</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

09 NOV 16 PM 2:11
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____ / ____ / ____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - **(COMPLETE ONLY ONE STATEMENT)**
 The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.




The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) **(COMPLETE ONLY ONE STATEMENT)**
 The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>3G Communications, Inc</u>		<u>Ahmed El Qadah, Senior V.P. & CFO</u>
<u>IATCO International</u>		<u>Ahmed El Qadah, Senior V.P. & CFO</u>
<u>General Growth Develop</u>		<u>Ahmed El Qadah, Senior V.P. & CFO</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

FILED
09 NOV 16 PM 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
Amendment Section, Articles of Dissolution attached and filed concurrently herein.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:
None

FILED
09 NOV 16 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A

FILED
09 NOV 16 PM 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER
OF GENERAL GROWTH DEVELOPMENT LLC
A FLORIDA CORPORATION,
AND
IATCO INTL INVESTMENTS, INC., WIRELESS +, INC.
AND 3G COMMUNICATIONS, INC., FLORIDA CORPORATIONS

THIS AGREEMENT AND PLAN OF MERGER dated as of September __, 2009 (the "Agreement") is between GENERAL GROWTH DEVELOPMENT LLC ("GGD"), a Florida corporation, and IATCO INTL INVESTMENTS, INC. ("IATCO"), WIRELESS +, INC. ("WIRELESS +") and 3G COMMUNICATIONS, INC. ("3G"), Florida corporations. GGD and IATCO, WIRELESS + and 3G are sometimes referred to herein as the "Constituent Corporations."

RECITALS

A. GGD is a corporation duly organized and existing under the laws of the State of Florida and has 1000 shares, \$.001 par value, of authorized capital stock of which 1000 shares are designated "Common Stock". As of 1000 shares of Common Stock were issued and outstanding, all of which are held by IATCO, WIRELESS + and 3G, and no shares of Preferred Stock were issued and outstanding.

B. IATCO, WIRELESS + and 3G are corporations duly organized and existing under the laws of the State of Florida and have issued shares, \$0.01 par value, of authorized capital stock of which 100 shares are designated "Common Stock",

C. The Board of Directors of IATCO, WIRELESS + and 3G have determined that, for the purpose of effecting the reincorporation of IATCO, WIRELESS + and 3G in the State of Florida, it is advisable and in the best interests of IATCO, WIRELESS + and 3G and its shareholders that IATCO, WIRELESS + and 3G merge with and into GGD upon the terms and conditions herein provided.

D. The respective Boards of Directors of GGD and IATCO, WIRELESS + and 3G have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective shareholders and executed by the undersigned officers.

09 NOV 16 PM 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, GGD and IATCO, WIRELESS + and 3G hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I

MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Florida General Corporation Law and the Florida Business Corporation Act, IATCO, WIRELESS + and 3G shall be merged with and into GGD (the "Merger"), the separate existence of IATCO, WIRELESS + and 3G shall cease and GGD shall survive the Merger and shall continue to be governed by the laws of the State of Florida, and GGD shall be, and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be GENERAL GROWTH DEVELOPMENT LLC.

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement and the Merger shall have been adopted and approved by the shareholders of each Constituent Corporation in accordance with the requirements of the Florida General Corporation Law and the Florida Business Corporation Act;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof; and

(c) An executed Certificate of Merger or an executed, acknowledged and certified counterpart of this Agreement meeting the requirements of the Florida General Corporation Law shall have been filed with the Secretary of State of the State of Florida.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of IATCO, WIRELESS + and 3G shall cease and GGD, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 NOV 16 PM 2:11

FILED

Merger, (ii) shall be subject to all actions previously taken by its and IATCO's, WIRELESS +'s and 3G's Boards of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of IATCO, WIRELESS + and 3G in the manner as more fully set forth in Section 259 of the Florida General Corporation Law, (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of IATCO, WIRELESS + and 3G in the same manner as if GGD had itself incurred them, all as more fully provided under the applicable provisions of the Florida General Corporation Law and the Florida Business Corporation Act.

II

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. Upon the effectiveness of the Merger, the Certificate of Incorporation of GGD as in effect immediately prior to the effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of GGD as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of GGD immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their respective successors shall have been duly elected and qualified or until as otherwise provided by law, or the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

FILED
09 NOV 16 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MANNER OF CONVERSION OF SECURITIES

3.1 IATCO, WIRELESS + and 3G Common Stock. Upon the Effective Date of the Merger, each fifteen shares of IATCO, WIRELESS + and 3G Common Stock, \$0.01 par value, outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be changed and converted into and exchanged for one fully paid and nonassessable share of Common Stock, \$0.001 par value, respectively, of the Surviving Corporation.

3.2 IATCO, WIRELESS + and 3G Preferred Stock. Upon the Effective Date of the Merger, each fifteen shares of IATCO, WIRELESS + and 3G Common Stock \$0.01 par value, issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be changed and converted into and exchanged for one fully paid and nonassessable share of Common Stock \$0.001 par value, of the Surviving Corporation.

3.3 IATCO, WIRELESS + and 3G Options, Warrants and Convertible Securities. Upon the Effective Date of the Merger, the Surviving Corporation shall assume and continue the obligations of IATCO, WIRELESS + and 3G under option plans of IATCO, WIRELESS + and 3G and all other employee benefit plans of IATCO, WIRELESS + and 3G, including outstanding stock options of IATCO, WIRELESS + and 3G. Each outstanding and unexercised option, warrant or other right to purchase or security convertible into IATCO, WIRELESS + and 3G Common Stock or Preferred Stock shall become an option, warrant, right to purchase or a security convertible into the Surviving Corporation's Common Stock or Preferred Stock, respectively, on the basis of one share of the Surviving Corporation's Common Stock or Preferred Stock for each fifteen shares of IATCO, WIRELESS + and 3G Common Stock or Preferred Stock, respectively, issuable pursuant to any such option, warrant, right to purchase or convertible security, on the same terms and conditions and at an exercise price per share equal to fifteen times the exercise price applicable to such IATCO, WIRELESS + and 3G option, warrant, right to purchase or a security convertible at the Effective Date of the Merger.

FILED
09 NOV 16 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A number of shares of the Surviving Corporation's Common Stock or Preferred Stock, as the case may be, shall be reserved for issuance upon the exercise of options, warrants, stock purchase rights or convertible securities equal to the number of shares of IATCO, WIRELESS + and 3G Common Stock and Preferred Stock so reserved immediately prior to the Effective Date of the Merger.

3.4 Fractional Shares. No fractional shares shall be issued by the Surviving Corporation upon the conversion of any share of Common Stock, Preferred Stock or any stock option, warrant, stock purchase right or convertible security of IATCO, WIRELESS + and 3G into Common Stock, Preferred Stock or any stock option, warrant, stock purchase right or convertible security, respectively, of the Surviving Corporation. If the conversion would result in the issuance of a fractional share of Common Stock, Preferred Stock or any stock option, warrant, stock purchase right or convertible security, the Surviving Corporation shall, in lieu of issuing the fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board of Directors of the Corporation).

3.5 GGD Common Stock. Upon the Effective Date of the Merger, each share of Common Stock, \$.001 par value, of GGD issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by GGD, be canceled and returned to the holder of such shares or any other person, be canceled and returned to the status of authorized but unissued shares.

3.6 Exchange of Certificates. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of IATCO, WIRELESS + and 3G Common Stock or Preferred Stock may, at such shareholder's option, surrender the same for cancellation to the transfer agent and registrar for the Common Stock of the Surviving Corporation, as exchange agent (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the appropriate class and series of the Surviving Corporation's capital stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of IATCO, WIRELESS + and 3G capital stock shall be deemed for all purposes to represent the number of whole shares of the appropriate class and series of the Surviving Corporation's capital stock into which such shares of IATCO, WIRELESS + and 3G capital stock were converted in the Merger.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NOV 16 PM 2:11

FILED

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any shares of stock represented by such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of capital stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing capital stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of IATCO, WIRELESS + and 3G so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

If any certificate for shares of GGD stock is to be issued in a name other than that in which the certificate surrendered in exchange therefore is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and that the person requesting such transfer pay to GGD or the Exchange Agent any transfer or other taxes payable by reason of the issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of GGD that such tax has been paid or is not payable.

IV

GENERAL

4.1 Covenants of GGD. GGD covenants and agrees that it will, on or before the Effective Date of the Merger:

(a) Qualify to do business as a foreign corporation in the State of Florida and in connection therewith irrevocably appoint an agent for service of process as required under the provisions of Florida Corporations Code;

(b) File any and all documents with the appropriate Florida tax authorities necessary for the assumption by GGD of all of the franchise tax liabilities of IATCO, WIRELESS + and 3G; and

09 NOV 16 PM 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

(c) Take such other actions as may be required by the Florida Business Corporation Act.

4.2 Further Assurances. From time to time, as and when required by GGD or by its successors or assigns, there shall be executed and delivered on behalf of IATCO, WIRELESS + and 3G such deeds and other instruments, and there shall be taken or caused to be taken by GGD and IATCO, WIRELESS + and 3G such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by GGD the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of IATCO, WIRELESS + and 3G and otherwise to carry out the purposes of this Agreement, and the officers and directors of GGD are fully authorized in the name and on behalf of IATCO, WIRELESS + and 3G or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 Abandonment. At any time before the filing of this Agreement with the Secretary of State of the State of Florida, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either IATCO, WIRELESS + and 3G or GGD, or both, notwithstanding the approval of this Agreement by the shareholders of IATCO, WIRELESS + and 3G or by the sole stockholder of GGD, or by both.

4.4 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement or certificate in lieu thereof) with the Secretary of State of the State of Florida provided that an amendment made subsequent to the adoption of this Agreement by the shareholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class of shares or series thereof of such Constituent Corporation.

4.5 Registered Office. The registered office of the Surviving Corporation in the State of Florida is located at 8317 Sheldon Road, Tampa, Florida 33615 Ahmad ElQadah is the registered agent of the Surviving Corporation at such address.

09 NOV 16 PM 12:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

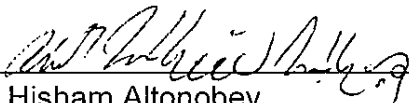
4.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 8317 Sheldon Road, Tampa, Florida 33615 and copies thereof will be furnished to any shareholder of either Constituent Corporation, upon request and without cost.

4.7 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida and, so far as applicable, the merger provisions of the Florida Business Corporation Act.

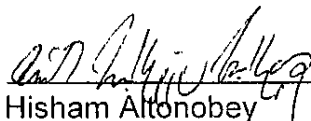
4.8 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement and Plan of Merger, having first been approved by resolutions of the Boards of Directors of GGD and IATCO, WIRELESS + and 3G, is hereby executed on behalf of each of such corporations and attested by their respective officers thereunto duly authorized.

GENERAL GROWTH DEVELOPMENT
a Florida corporation

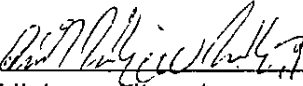
By: 
Hisham Altonobey
President and Chief Executive Officer

IATCO INTL INVESTMENTS INC.
a Florida corporation

By: 
Hisham Altonobey
President and Chief Executive Officer

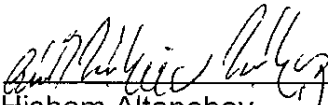
09 NOV 16 PM 12:12
FILED
SECRETARY OF STATE
FALLAHASSE, FLORIDA

WIRELESS + INC.
a Florida corporation

By: 

Hisham Altonobey
President and Chief Executive Officer

3G COMMUNICATIONS, INC
a Florida corporation

By: 

Hisham Altonobey
President and Chief Executive Officer

FILED
09 NOV 16 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IATCO INTL INVESTMENTS, INC
(a Florida Corporation)

OFFICERS' CERTIFICATE

Hisham Altonobey and Ahmad ElQadah certify that:

1. They are the President, Chief Executive Officer and Senior Vice President, Chief Financial Officer, respectively, of IATCO Intl Investments, Inc, a corporation organized under the laws of the State of Florida.

2. The corporation has authorized two classes of stock, designated "Common Stock" and "Preferred Stock."

3. There are 1000 shares of Common Stock, as of 9/30/09, the Filing Date for the Agreement and Plan of Merger attached hereto (the "Merger Agreement"). All shares of Common Stock, are entitled to vote on the merger.

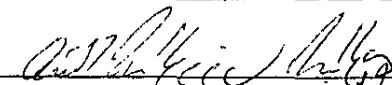
4. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of a number of shares of each class and series of stock that equaled or exceeded the vote required.

5. The percentage vote required was greater than 50% of the votes entitled to be cast by holders of all shares of Common Stock, outstanding as 9/30/09, voting together as a single class.

6. The undersigned further declare under penalty of perjury under the laws of the State of Florida that each has read the foregoing certificate and knows the contents thereof and that the same is true of their own knowledge.

SIGNATURES

Executed in Tampa, Florida on Sept 30, 2009.



Hisham Altonobey
President and Chief Executive Officer



Ahmad ElQadah
Senior Vice President & Chief Financial Officer

09 NOV 16 PM 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SIGNATURE PAGE FOR OFFICERS' CERTIFICATE
IATCO

FILED

09 NOV 16 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3G COMMUNICATIONS, INC
(a Florida Corporation)

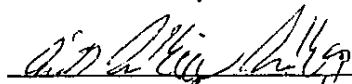
OFFICERS' CERTIFICATE

Hisham Altonobey and Ahmad ElQadah certify that:

1. They are the President, Chief Executive Officer and Senior Vice President, Chief Financial Officer, respectively, of 3G Communications, Inc. a corporation organized under the laws of the State of Florida.
2. The corporation has authorized two classes of stock, designated "Common Stock" and "Preferred Stock."
3. There are 1000 shares of Common Stock, issued and outstanding as of 9/30/09, the Filing Date for the Agreement and Plan of Merger attached hereto (the "Merger Agreement"). All shares of Common Stock, are entitled to vote on the merger.
4. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of a number of shares of each class and series of stock that equaled or exceeded the vote required.
5. The percentage vote required was greater than 50% of the votes entitled to be cast by holders of all shares of Common Stock, outstanding as 9/30/09 voting together as a single class.
6. The undersigned further declare under penalty of perjury under the laws of the State of Florida that each has read the foregoing certificate and knows the contents thereof and that the same is true of their own knowledge.

SIGNATURES

Executed in Tampa, Florida on Sept 30, 2009



Hisham Altonobey
President and Chief Executive Officer



Ahmad ElQadah
Senior Vice President & Chief Financial Officer

09 NOV 16 PM 2:12
FILED
SECRETARY OF STATE
TAMPA, FLORIDA

SIGNATURE PAGE FOR OFFICERS' CERTIFICATE
3G COMMUNICATIONS INC.

FILED
09 NOV 16 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GENERAL GROWTH DEVELOPMENT LLC
(Surviving Corporation)
OFFICERS' CERTIFICATE

Hisham Altonobey and Ahmad ElQadah certify that:

1. They are the President, Chief Executive Officer and Senior Vice President, Chief Financial Officer, respectively, of General Growth Development, a corporation organized under the laws of the State of Florida.

2. The corporation has authorized two classes of stock, designated "Common Stock" and "Preferred Stock."

3. There are 1,000 shares of Common Stock outstanding and entitled to vote on the Agreement and Plan of Merger attached hereto (the "Merger Agreement"). There are no shares of Preferred Stock outstanding.

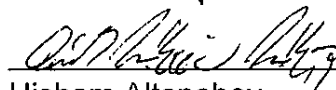
4. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of 100% of the outstanding shares of Common Stock of the Corporation.

5. The percentage vote required was more than 50% of the votes entitled to be cast by holders of outstanding shares of Common Stock.

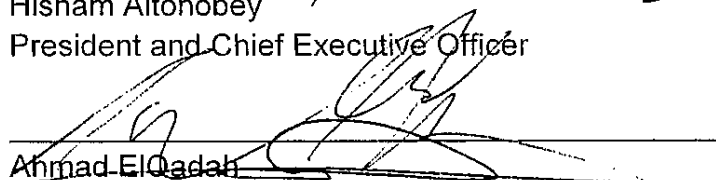
6. The undersigned further declare under penalty of perjury under the laws of the State of Florida that each has read the foregoing certificate and knows the contents thereof and that the same is true of their own knowledge.

SIGNATURES

Executed in Tampa, Florida on Sept 30, 2009



Hisham Altonobey
President and Chief Executive Officer



Ahmad ElQadah
Senior Vice President and Chief Financial Officer

09 NOV 16 PM 12:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE PAGE FOR OFFICERS' CERTIFICATE
GGD

FILED

09 NOV 16 PM 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA