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D. BRUCE

NOV 16 2009

EXAMINER

COVER LETTER

TO:	Amendment Section Division of Corporations	
SUBJI	ECT: General Growth D	evelopment, LLC
	Name of Surviving Con	
The er	nclosed Articles of Merger and fee are submit	tted for filing.
Please	e return all correspondence concerning this ma	atter to following:
	Cynthia J. Arevalo, Esq.	
		 -
	Sukkar, Arevalo & Associates Firm/Company	——————————————————————————————————————
	2434 Hollywood Blvd., 2nd Floor	O9 NOV 16 PM P 14 SECRETARY OF STATE FALLAHASSEE, FLORID
	Hollywood, FL 33022 City/State and Zip Code	OF STATE FLORIDA
E	A.ELQADAH@GMAIL.COM -mail address: (to be used for future annual report noti	ification)
For fu	orther information concerning this matter, plea	ase call:
	Cynthia J. Arevalo, Esq. Name of Contact Person	At (954) 922-2836 Area Code & Daytime Telephone Number
	Certified copy (optional) \$8.75 (Please send an a	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



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

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.

Cynthia J Arevalo Eso

SUKKAR AREVALD & ASSOCIATES

Enclosures CJA:ima



FLORIDA DEPARTMENT OF STATE Division of Corporations

October 9, 2009

454-922-2834 CYNTHIA J. AREVALO, ESQ. SUKKAR, AREVALO & ASSOCIATES 2434 HOLLYWOOD BLVD., 2ND FLOOR

SUBJECT: GENERAL GROWTH DEVELOPMENT LLC

Ref. Number: L06000047579

HOLLYWOOD, FL 33022

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

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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 <u>surviving</u> corporation:

<u>Name</u>	<u>Jurisdiction</u>	Document Number (If known/ applicable)
General Growth Development, LLC	Florida	L06000047579
Second: The name and jurisdiction of eac	h <u>merging</u> corporation:	
Name	Jurisdiction	<u>Document Number</u> (If known/ applicable)
3G Communications, Inc.	Florida	P05000153097
IATCO International Investments, In	Florida	P04000037347
Third: The Plan of Merger is attached. Fourth: The merger shall become effective Department of State.	ve on the date the Articles of Mo	SECRETARY OF STATE PROPERTY OF STATE PROPERTY OF STATE OF
	fic date. NOTE: An effective date car safter merger file date.)	nnot be prior to the date of filing or more
Fifth: Adoption of Merger by <u>surviving</u> The Plan of Merger was adopted by the sh		
The Plan of Merger was adopted by the bo	oard of directors of the surviving er approval was not required.	g corporation on
Sixth: Adoption of Merger by <u>merging</u> con The Plan of Merger was adopted by the sh		
The Plan of Merger was adopted by the board sharehold	pard of directors of the merging er approval was not required.	corporation(s) on

Seventh: SIGNATURES FO	R EACH CORPORATION	7
Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
3G Communications, Inc	MA	Ahmed El Qadah, Senior V.P. & CFO
IATCO International		Ahmed El Qadah, Senior V.P. & CFO
General Growth Develop		Ahmed El Qadah, Senior V.P. & CFO

-		

FILED

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SEURETARY OF STATE
FALLAHASSEE, FLORIDA

PLAN OF MERGER (Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the <u>surviving</u>	corporation:				
<u>Name</u>	Jurisdiction	1			
General Growth Development, LLC	Florida	LO6000047579	<u> </u>		
Second: The name and jurisdiction of each mergi	ng corporatio	on:			
<u>Name</u>	Jurisdiction	1			
3G Communications, Inc.	Florida	P05600153097	<u>Z</u>		
IATCO International Investment, Inc.	Florida	P0400003734	<u>Z</u>		
·····					
Third: The terms and conditions of the merger are	e as follows:				
Please see attached Plan of Merger.			Z on	09	,
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			Θm	-	

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Please see attached Plan of Merger

(Attach additional sheets if necessary)

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.

<u>OR</u>

Restated articles are attached:

Other provisions relating to the merger are as follows: None

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PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the <u>parent</u> corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u> -	<u>Jurisdiction</u>	
General Growth Development, LLC	Florida	 -
The name and jurisdiction of each <u>subsidiary</u> corporation:		
<u>Name</u>	<u>Jurisdiction</u>	
3G Communications, Inc.	Florida	 _
IATCO International Investments, Inc.	Florida ANSSEE. FLORI	TILE O

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Please see attached Plan of Merger

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

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SECRETARY OF STATE

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.

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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:

1

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 approve 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's 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

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.

11

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.

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SECRETARY OF STATE

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, WIRELES + 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.

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 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 sholder of an outstanding certificate representing shares of IATCO, WIRE 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.

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

- (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 certificate in lieu thereof) with the Secretary of State of the State of Floridal provided that an amendment made subsequent to the adoption of this Agreement by the shareholders of either Constituent Corporation shall not: (1) altered 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) after or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (3) after or change any of the terms and conditions of this Agreement if such afteration 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.

- 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

y. Chil he

Hisham Altonobey

President and Chief Executive Officer

IATCO INTL INVESTMENTS INC. a Florida corporation

y:

Hisham Altonobev

President and Chief Executive Officer

WIRELESS + INC. a Florida corporation

Hisham Altonobey

President and Chief Executive Officer

3G COMMUNICATIONS, INC a Florida corporation

Hisham Altonobev

President and Chief Executive Officer

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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. On the second of the second o
Hisham Altonobey President and Chief Executive Officer

Senior Vice President & Chief Financial Officer

SIGNATURE PAGE FOR OFFICERS' CERTIFICATE IATCO

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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 /coo shares of Common Stock, issued and outstanding as of /coo point, 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 $\frac{9/20}{0}$, 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 __, 2001

Hisham Altonobey

President and Chief Executive Officer

Ahmad El Qadah

Senior Vice President & Chtef Financial Officer

SIGNATURE PAGE FOR OFFICERS' CERTIFICATE 3G COMMUNICATIONS INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIN,

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

Hisham Altonobey

mismann Altonobey

President and Chief Executive Officer

Ahmad ElQadah

Senior Vice President and Chief Financial

Officer

SIGNATURE PAGE FOR OFFICERS' CERTIFICATE GGD

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SECRETARY OF STATE