

CT CORPORATION

7102000001351

CORPORATION(S) NAME

1. Panama City Mall, LLC changing name to: Panama City Peripheral, LL

2. Panama City Mall, LLC

3. CBL & Associates Limited Partnership

02 MAY 28 AM 9:50
RECEIVED
TALLAHASSEE, FLORIDA

FILED

AL

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05/28/02--01049--017

*****30.00 *****30.00

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05/28/02--01049--018

*****155.00 *****155.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input checked="" type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

5/28/02

Order#: 5371670

Ref#:

Amount: \$

File together if needed!

Thanks, NBS

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

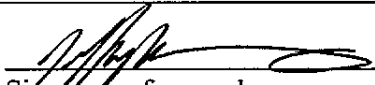
A CCH LEGAL INFORMATION SERVICES COMPANY

RECEIVED
02 MAY 28 PM 2:05
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. PANAMA CITY MALL, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for
(FEI number, if applicable)
4. May 16, 2002
(Date of Organization)
5. December 31, 2052
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing of this Application for Authorization
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Suite 500, 2030 Hamilton Place Boulevard
Chattanooga, Tennessee 37421
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☐
9. The name and usual business addresses of the managing members or managers are as follows:
- CBL & Associates Limited Partnership
Suite 500, 2030 Hamilton Place Boulevard
Chattanooga, Tennessee 37421
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: See Addendum
attached hereto.



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CBL & ASSOCIATES LIMITED PARTNERSHIP

Typed or printed name of signee

By: CBL Holdings I, Inc., its
general partner

By: Jeffery V. Curry, Assistant Secretary

FILED
02 MAY 28 AM 9:50
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

PANAMA CITY MALL, LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

c/o CT Corporation System

1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation, FL 33324

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Mary R. Adams
(Signature)

MARY R. ADAMS
ASSISTANT SECRETARY

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

FILED
02 MAY 28 AM 9:51
CLERK OF STATE
TALLAHASSEE, FLORIDA

**ADDENDUM TO APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
OF PANAMA CITY MALL, LLC**

FILED
02 MAY 28 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11. Nature of business or purposes to be conducted or promoted in Florida:

(i) Owning, leasing, operating and selling that certain regional mall shopping center known as Panama City Mall, which is situated in Panama City, Bay County, Florida (the "Property"), together with the buildings and other improvements located thereon (the Property, the buildings, and the other improvements are herein referred to collectively in the definition of Property), (ii) entering into a Note and Mortgage Assumption Agreement (the "Assumption Agreement") with Wells Fargo Bank Minnesota, N.A., as Trustee for the registered holders of First Union National Bank Commercial Mortgage Trust, Commercial Mortgage Pass-Through Certificates, Series 2001-C3 (the "Trust") (the Trust, together with its successors and/or assigns, is herein referred to as the "Lender"), (iii) refinancing the Property in connection with a permitted repayment of that certain loan in the original principal amount of \$41,000,000 (the "Loan") currently held by the Trust, and (iv) transacting any lawful business that is incident, necessary and appropriate to accomplish the foregoing.

Delaware

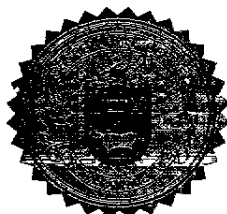
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PANAMA CITY MALL, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF MAY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
02 MAY 28 AM 9:51
CLERK OF STATE
TALLAHASSEE, FLORIDA



3525928 8300

020314720

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1781430

DATE: 05-16-02