

M02000003354

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

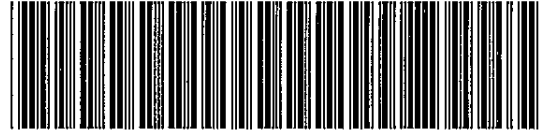
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Handwritten marks



ACCOUNT NO. : 072100000032
REFERENCE : 856327 4804909
AUTHORIZATION : *Patricia Pignatelli*
COST LIMIT : \$ 160.00

ORDER DATE : December 13, 2002
ORDER TIME : 11:28 AM
ORDER NO. : 856327-005
CUSTOMER NO: 4804909

CUSTOMER: Tim Link, Legal Assistant
Miro Weiner & Kramer
Suite 100
38500 Woodward Avenue
Bloomfield Hill, MI 48304

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FOREIGN FILINGS

NAME: T-I 2002 SPE, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

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

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

1. T-I 2002 SPE, LLC (Name of foreign limited liability company)

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. 13-4226205 (FEI number, if applicable)

4. December 5, 2002 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon qualification (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 200 East Long Lake Road Bloomfield Hills, MI 48304 (Street address of principal office)

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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: Taubman-Ivanhoe LLC, a Delaware limited liability company 200 East Long Lake Road Bloomfield Hills, Michigan 48304

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:

Ownership of partnership interest

[Handwritten signature]

Signature of a member or an authorized representative of a member. (In accordance with section 808.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Taubman-Ivanhoe LLC, sole member By: T-I REIT, Inc., its Managing Member, By: Dennis J. Hecht, Secretary Typed or printed name of signee

**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:

T-I 2002 SPE, LLC

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

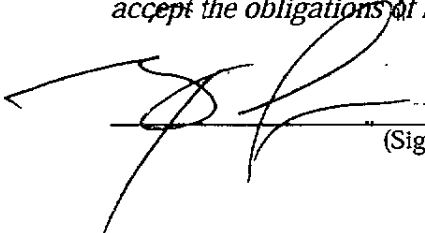
Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box NOT ACCEPTABLE)

Tallahassee FL 32301
(City/State/Zip)

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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.


Brian Courtney
(Signature) **Asst. V. Pres**

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "T-I 2002 SPE, 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 THIRTEENTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "T-I 2002 SPE, LLC" WAS FORMED ON THE FIFTH DAY OF DECEMBER, A.D. 2002.

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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020769295

AUTHENTICATION: 2146757

DATE: 12-13-02