

M03000000319

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

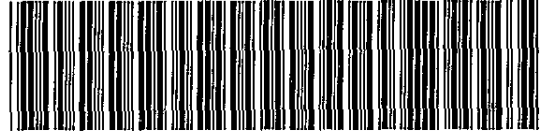
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

403 AV 000 5070



900010585299

01/24/03--01064--022 \*\*125.00

RECEIVED  
03 JAN 24 PM 3:04  
STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

*Handwritten signature*

FILED  
03 JAN 24 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CT CORPORATION

January 24, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

FILED  
03 JAN 24 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Order #: 5774993 SO  
Customer Reference 1: none given  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Inland Southeast Fountains, L.L.C. (DE)  
Registration  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan  
Manager Fulfill Ctr  
Connie\_Bryan@cch-lis.com

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

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:

FILED  
JAN 24 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Inland Southeast Fountains, L.L.C.  
(Name of foreign limited liability company)

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

4. January 16, 2003 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 2901 Butterfield Road  
Oak Brook, Illinois 60523  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:  
Inland Retail Real Estate Limited Partnership  
2901 Butterfield Road  
Oak Brook, Illinois 60523

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: to acquire, own, hold, administer, service, manage, sell and otherwise deal with property or any interest therein, either directly or indirectly.

[Signature]  
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.)  
Scott W. Wilton, Secretary

By: Inland Retail Real Estate Limited Partnership, its sole member  
By: Inland Retail Real Estate Trust, Inc., its general partner

### 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.

FILED  
03 JAN 24 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the Limited Liability Company is:

Inland Southeast Fountains, L.L.C.

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)

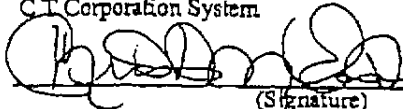
Plantation

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.*

CT Corporation System



(Signature)

Christine M. East,  
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)

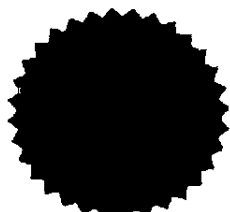
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INLAND SOUTHEAST FOUNTAINS, L.L.C." 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 SEVENTEENTH DAY OF JANUARY, A.D. 2003.

FILED  
03 JAN 24 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 2210240

3615487 8300

030034247

DATE: 01-17-03