

MD300 0000465

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

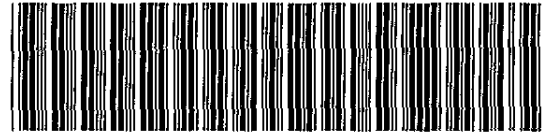
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



00001120850

02/07/03--01070--013 \*\*155.00

STATE  
CORPORATIONS  
DIVISION  
MILWAUKEE, WI 53233-0001

RECEIVED  
03 FEB -7 PM 12:26

RECEIVED

03 FEB -7 PM 1:18  
SECRETARY OF STATE  
MILWAUKEE, WI 53233-0001

Handwritten initials and date: 2-7-03

RECEIVED AND FILED

**CT CORPORATION**

February 7, 2003

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

Re: Order #: 5782104 SO  
Customer Reference 1: None Given  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

- Inland Southeast Berry Town, L.L.C. (DE)  
Registration  
Florida

I also need a Certified Copy of this filing upon completion. Thanks!

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,

Ashley A Mitchell  
Fulfillment Specialist  
Ashley\_Mitchell@cch-lis.com

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

03 FEB - 7 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED  
AND

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. Inland Southeast Berry Town, L.L.C.  
(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. January 28, 2003  
(Date of Organization)
5. Perpetual  
(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

03 FEB -7 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AND  
FILED

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.

Scott W. Wilton  
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

Typed or printed name of signee

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.

1. The name of the Limited Liability Company is:

Inland Southeast Berry Town 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 NQT 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

*Barbara A Burke*

(Signature)

**BARBARA A. BURKE  
SPECIAL 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)

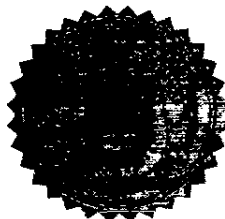
03 FEB -7 PM 1:17  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INLAND SOUTHEAST BERRY TOWN, 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 TWENTY-NINTH DAY OF JANUARY, A.D. 2003.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3619190 8300

030057569

AUTHENTICATION: 2231130

DATE: 01-29-03