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2006 MAR 10 P 4:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 28, 2006

BARBARA S. BEATTY, PARALEGAL
INSLAND RETAIL REAL ESTATE TRUST INC.
2901 BUTTERFIELD ROAD
OAK BROOK, IL 60523

SUBJECT: INLAND SOUTHEAST MEADOW POINT PASCO, L.L.C.
Ref. Number: M06000000266

We have received your document for INLAND SOUTHEAST MEADOW POINT PASCO, L.L.C. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Who are you designating as registered agent and managing member?

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) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 406A00014023

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Inland Southeast Meadow Point Pasco, L.L.C. (#M06000000266)
(Name of Foreign Limited Liability Company)

FILED
2006 MAR 10 P 4: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Barbara S. Beatty, Paralegal

(Name of Person)

Inland Retail Real Estate Trust, Inc.

(Firm/Company)

2901 Butterfield Road

(Address)

Oak Brook, IL 60523

(City/State and Zip Code)

For further information concerning this matter, please call:

Barbara S. Beatty, Paralegal

(Name of Person)

at (630) 368-2282

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☒ \$25 Filing Fee

☐ \$30 Filing Fee &
Certificate of Status

☐ \$55 Filing Fee &
Certified Copy

☐ \$60 Filing Fee,
Certificate of Status &
Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 28, 2006

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BARBARA S. BEATTY, PARALEGAL
INSLAND RETAIL REAL ESTATE TRUST INC.
2901 BUTTERFIELD ROAD
OAK BROOK, IL 60523

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Ref. Number: M06000000266

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Agnes Lunt
Document Specialist

Letter Number: 406A00014023

*Out of evidence
D.L.*



Barbara S. Beatty
Paralegal
Phone (630) 368-2282
bbeatty@inland-retail.com

FILED
2006 MAR 10 P 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 7, 2006

Agnes Lunt
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Inland Southeast Meadow Point Pasco, L.L.C.
M06000000266

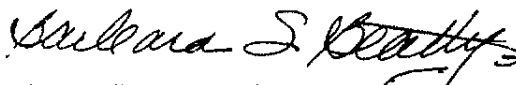
Dear Ms. Lunt:

In accordance with our phone conversation, enclosed is your letter dated February 28, 2006, revised Application by Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida with a copy and a Certificate of Existence from the State of Delaware. Please file the application and return a file-stamped copy to me.

If you have any questions, please contact me. Thank you for your assistance in this matter.

Very truly yours,

INLAND RETAIL REAL ESTATE TRUST, INC.


Barbara S. Beatty, Paralegal

Enc.

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

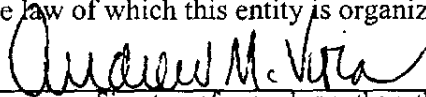
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Inland Southeast Meadow Point Pasco, L.L.C. (M06000000266)
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: January 17, 2006

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? n/a
5. New name of the limited liability company: n/a
6. If the amendment changes the period of duration, indicate new period of duration:
n/a
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:
n/a
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: delete name of managing member [REDACTED] and replace with
"The company is to be managed by one or more members."
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of a member or the authorized
representative of a member

Andrew M. Viola, Asst Sec of Gen Part of Sole Member

Typed or printed name of signee

Filing Fee: \$25.00

Delaware

The First State

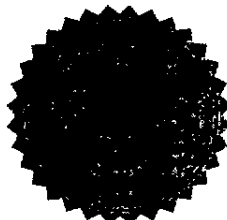
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "INLAND SOUTHEAST MEADOW POINT PASCO, L.L.C.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 2006, AT 4:19 O'CLOCK P.M.



4091252 8100

060092871

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4490931

DATE: 01-31-06

**AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF
INLAND SOUTHEAST MEADOW POINT PASCO, L.L.C.**

This Amended and Restated Certificate of Formation of Inland Southeast Meadow Point Pasco, L.L.C. dated as of January 17, 2006, is being duly executed and filed by Andrew M. Viola, as an authorized person, in accordance with the provisions of 6 Del. C. §18-208, to amend and restate the original Certificate of Formation of Inland Southeast Meadow Point Pasco, L.L.C. which was filed on January 9, 2006 with the Secretary of State of the State of Delaware ("Certificate"), to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, *et seq.*).

The Certificate is hereby amended and restated in its entirety to read as follows:

FIRST. The name of the limited liability company is Inland Southeast Meadow Point Pasco, L.L.C. (the "L.L.C.").

SECOND. The address of the registered office of the L.L.C. in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD. The name and address of the registered agent for service of process on the L.L.C. in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

FOURTH. The company is to be managed by one or more members.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Formation as of the date first above written.

/s/ Andrew M. Viola
Name: Andrew M. Viola
Authorized Person