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FOREIGN LIMITED LIABILITY COMPANY

Inland Western Panama City, L.L.C.

Certificate of Status	1
Certified Copy	0
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 21, 2004

CT CORPORATION SYSTEM

,

SUBJECT: INLAND WESTERN PANAMA CITY, L.L.C.
REF: W04000046480

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

✓ The registered agent must sign accepting the designation.

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TALLAHASSEE, FLORIDA

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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. Inland Western Panama City, L.L.C.
(Name of foreign limited liability company)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 20-2000603
(FEI number, if applicable)

4. December 2, 2004
(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 name and usual business addresses of the managing members or managers are as follows:

Inland Western Retail Real Estate Trust, Inc.
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.

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TALLAHASSEE, FLORIDA

INLAND WESTERN PANAMA CITY, L.L.C., a Delaware limited liability company

By: INLAND WESTERN RETAIL REAL ESTATE TRUST, INC., a Maryland corporation, its Sole Member

By: ______________________
Valerie Medina, Asst Secretary

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 Western Panama City, L.L.C.

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

C T Corporation System
(Name)

c/o C T 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.

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TALLAHASSEE, FLORIDA

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By: Connie Bryan / Special Assistant Secretary
(Signature)

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

FL037 - 3/17/03 C T System Online

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INLAND WESTERN PANAMA CITY, 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 THIRD DAY OF DECEMBER, A.D. 2004.

Harriet Smith Windsor