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STATE
JAMES H. HARRIS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

CT CORPORATION

April 11, 2003

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

Re: Order #: 5826643 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

The Price Reit, Inc. (MD)
Qualification
Florida

The Price Reit, Inc. (MD)
Certificate of Status/Authorization-Foreign
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.

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

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CT CORPORATION

Sincerely,

Katrina Forsman
Fulfillment Specialist
Katrina_Forsman@cch-lis.com

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

A CCH LEGAL INFORMATION SERVICES COMPANY

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. The Price Reit, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Maryland

(State or country under the law of which it is incorporated)

3. 11-3437944

(FEI number, if applicable)

4. January 12, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 617.155, F.S.)

7. 3333 New Hyde Park Road, New Hyde Park, New York 11042

(Principal office address)

3333 New Hyde Park Road, New Hyde Park, New York 11042

(Current mailing address)

8. To own and manage real property in its own name and on behalf of others

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road,

Plantation, , Florida 33324

(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

By: Corrie Brya

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: "See Attached List of Directors and Officers"

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

Bruce M. Kauderer V.P.

(Typed or printed name and capacity of person signing application)

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Officers and Directors

Martin S. Kimmel
 Milton Cooper
 Michael J. Flynn
 David B. Henry
 Aaron Fleishaker
 Jerald Friedman
 Thomas A. Caputo
 Robert Nadler
 Joshua Smith
 Patrick J. Callan, Jr.
 Bruce M. Kauderer
 Michael V. Pappagallo
 Joseph Denis
 Glenn G. Cohen
 Paul Weinberg
 Joel Yarmak
 Raymond Edwards
 David Samber
 Paul Dooley
 Scott Onufrey
 Michael D. Schindler
 Michael E. Parry
 Edward B. Senenman
 Brian Neltner
 Susan L. Masone
 Linda Protitch

Director
 Director, Chairman and Chief Executive Officer
 Director, President and Chief Operating Officer
 Vice Chairman and Chief Investment Officer
 Executive Vice President
 Executive Vice President
 Executive Vice President
 President - Central Region
 President - Western Region
 Vice President
 Vice President and Secretary
 Vice President and Chief Financial Officer
 Vice President
 Vice President and Treasurer
 Vice President
 Vice President
 Vice President
 Vice President
 Vice President
 Vice President - Investor Relations
 Vice President
 Assistant Secretary
 Vice President
 Vice President
 Assistant Secretary
 Assistant Secretary

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Address of Officers and Directors

3333 New Hyde Park Road
 New Hyde Park, New York 11042

STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT THE PRICE REIT, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS APRIL 08, 2003.

Paul B. Anderson

Paul B. Anderson
Charter Division



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DIVISION
BALTIMORE, MD