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(Requestor's Name) (Address)	
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(City/State/Zip/Phone #)	
PICK-UP WAIT MAIL	
(Business Entity Name)	
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DEPARTMENT OF STATE ACCOUNT FILING COVER SHEET

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Requestor Name:	Carlton Fields	Alle C
Address:	Post Office Drawer 190 Tallahassee, Florida 32302	
Telephone:	(850) 224-1585	
Contact Name:	Kim Pullen, CLA (ext. 5261)	
Corporation Name:	<u>Lauderhill</u>	Mall, L.P.
Entity Number: Authorization:	Kim Pul	len
Certified Copy		Certificate of Status
X New Filings	Plain Stamped Copy	/ Annual Report
Fictitious Name	Amendments	Registration
X) Call When Ready	(X) Call if Problem	() After 4:30
X) Walk in	() Will Wait	(X) Pick Up
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TAL#501656.1

DEPARTMENT OF STATE **ACCOUNT FILING COVER SHEET**

	DEPARTMENT OF STATE ACCOUNT FILING COVER SHE	ET ALLAMSSEE, FLORE
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Reference: (Sub Account)		E. F. S.
Date:	8/27/04	- Er
Requestor Name:	Carlton Fields	
Address:	Post Office Drawer 190 Tallahassee, Florida 32302	
Telephone:	(850) 224-1585	,
Contact Name:	Kim Pullen, CLA (ext. 5261)	
Corporation Name:	<u>Lauderhill</u>	Mall, L.P.
- Entity Number: Authorization:	Kim Pul	len
Certified Copy New Filings Fictitious Name	Plain Stamped Cop Amendments	Certificate of Status Annual Report Registration
(X)Call When Ready (X)Walk In	(X)Call if Problem ()Will Wait	() After 4:30 (X) Pick Up

CF Internal Use Only

TAL#501656.1

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CERTIFICATE OF LIMITED PARTNERSHIP OF LAUDERHILL MALL LIMITED PARTNERSH

THIS CERTIFICATE is made this 25th day of Armust 2004, by Lauderhill G.P. Inc., as the sole general partner of Lauderhill Mall, L.P. (the "Partnership"). The undersigned certifies as follows:

- 1. The name of the limited partnership is Lauderhill Mall. Limited Partnership
- 2. The address of the office required to be maintained by the Partnership in Florida pursuant to Section 620.105 of the Florida Statutes is 1267 NW 40th Avenue, Lauderhill, Florida 33313, and the name and address of the agent for service of process is CFRA, LLC, Corporate Center Three at International Plaza, 4221 W. Boy Scout Boulevard, Tampa, Florida 33607.
- 3. The name of the general partner of the Partnership is Lauderhill G.P. Inc., a corporation existing under the laws of the Province of Ontario, and the general partner's business address is Suite 500, 370 King Street West, Toronto, Ontario M5V 119.
- 4. The mailing address of the Partnership is Suite 500, 370 King Street West, Toronto, Ontario M5V 1J9.
 - 5. The latest date upon which the Partnership is to dissolve is December 31, 2100.
- 6. This Certificate of Limited Partnership is made in accordance with Section 620.108 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned General Partner has caused this Certificate of Limited Partnership to be executed as of the date first set forth above.

General Partner

Lauderhill G.P. Inc., a corporation existing under the laws of the Province of Ontario

Moshe Tamari

Chairman of the Board

AFFIDAVIT

PROVINCE OF ONTARIO

CITY OF TORONTO

BEFORE ME, the undersigned authority, personally appeared Mr. Moshe Tamari, as Chairman of the Board and Secretary of Lauderhill G.P., Inc., who, being by me first duly sworn, deposes and says:

- 1. Mr. Moshe Tamari is serving as the Chairman of the Board and Secretary of the sole general partner of Lauderhill Mall, L.P., a Florida limited partnership (the "Partnership"), and is duly authorized to execute this affidavit on behalf of the Partnership.
- 2. The amount of the initial capital contribution of the limited partners to the Partnership is \$99. No additional limited partner contributions are anticipated at the present time.
 - 3. This affidavit is made in compliance with Section 620.108(1) of the Florida Statutes.

Name^{*}

PROVINCE OF ONTARIO

CITY OF TORONTO

Sworn to and subscribed before me this ____ day of August, 2004, by Mr. Moshe Tamari, as Chairman of the Board and Secretary of Lauderhill G.P., Inc., the sole general partner of Lauderhill Mall, L.P., on behalf of the partnership. He/she is personally known to me, or has produced _____ as identification, and did not take an oath.

Name:_

Serial No.

Notary Public,

Province of Ontario

(AFFIX OFFICIAL SEAL)

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Partnership, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 201 day of August 2004.

Registered Agent: CFRA, LLC

By:_