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**FLORIDA/FOREIGN LP/LLP**

SPG Aventura II, L.P.

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### APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. SPG Aventura II, L.P.  
(Name of limited partnership as it is in the home state)

2. \_\_\_\_\_  
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware 4. 11/7/2007  
(State of Formation) (Date of Formation)

5. CT Corporation System  
(Name of Registered Agent for Service of Process)

6. c/o CT Corporation System, 1200 South Pine Island Road  
(Street Address of Registered Office)

Plantation Florida 33324  
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:  
CT Corporation System  
By: *Carrie Brey*  
(Agent must sign on this line)

8. 1209 Orange St., Wilmington, DE 19801  
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
SPG Aventura, Inc., 225 W. Washington Street, Indianapolis, IN 46204	F07000005597

10. 225 W. Washington Street, Indianapolis, Indiana 46204  
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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12, 225 W. Washington Street, Indianapolis, Indiana 46204

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 11th day of November, 2007

SPO Aventura, Inc., a Delaware corporation  
By:

*James A. Schmidt*

General Partner James A. Schmidt, Assistant Secretary

STATE OF Indiana

COUNTY OF Marion

On this 11th day of November, 2007

James A. Schmidt, Assistant Secretary of SPO AVENTURA, Inc., general partner, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of \_\_\_\_\_

*Tracy L. Reinhold*  
(Notary Public Signature)



Tracy L. Reinhold  
(Notary's Printed Name)

Seal My Commission Expires: 12/29/2007

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPG AVENTURA II, L.P." 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 SEVENTH DAY OF NOVEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6141454

DATE: 11-07-07