

B14000000164

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

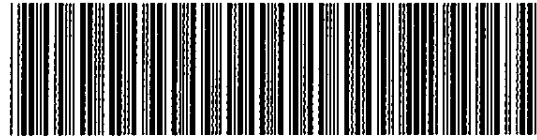
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATION

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JUL 09 2014
D. BRUCE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 205646 7780055

AUTHORIZATION *Sybil DeMan*

COST LIMIT : \$ 1,000.00

ORDER DATE : July 7, 2014

ORDER TIME : 11:58 AM

FILE SECOND
GP QUAL ATTACHED

ORDER NO. : 205646-015

CUSTOMER NO: 7780055

FOREIGN FILINGS

NAME: WASHINGTON PRIME GROUP, L.P.

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FILING OFFICE
WASHINGTON, D.C.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Gray -- EXT# 62925

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Washington Prime Group, L.P.

Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida.
Please return all correspondence concerning this matter to:

Corporate Paralegal

Contact Person

Washington Prime Group

Firm/Company

7315 Wisconsin Ave., Suite 500-E

Address

Bethesda, MD 20814

City, State and Zip Code

jmcDougal@simon.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jaymie McDougal

at (317) 685-7371

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$1,000.00 Filing Fees (\$965 Filing Fee and - \$35 Registered Agent Fee)
- \$1,008.75 Filing Fees and Certificate of Status
- \$1,052.50 Filing Fees and Certified Copy
- \$1,061.25 Filing Fee, Certified Copy, and Certificate of Status.

STREET ADDRESS:

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

MAILING ADDRESS:

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

STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA**

1. Washington Prime Group, L.P.
 (Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)
 Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
 Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.

2. Indiana 3. 01/17/2014
 State or Country of Formation Date of Formation

4. Federal Employer Identification Number: 46-4674640

5. Name of Registered Agent for Service of Process and Florida Street Address:
Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

6. 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.

By: Emily Gray Asst VP
 Corporation Service Company
 Signature of Registered Agent

7. Principal Office:
7315 Wisconsin Ave., Suite 500-E
Bethesda, MD, 20814

8. Mailing Address:
c/o Corporate Paralegal
7315 Wisconsin Ave., Suite 500-E
Bethesda, MD 20814

9. If limited partnership is a limited liability limited partnership, check box.

10. Name, principal office address, and mailing address of each general partner:

Name of General Partner: <u>Washington Prime Group Inc.</u>	Name of General Partner: _____
Street Address: <u>7315 Wisconsin Ave., Suite 500-E</u>	Street Address: _____
<u>Bethesda, MD 20814</u>	_____
Mailing Address: <u>F14000002910</u>	Mailing Address: _____
_____	_____
Name of General Partner: _____	Name of General Partner: _____
Street Address: _____	Street Address: _____
_____	_____
Mailing Address: _____	Mailing Address: _____
_____	_____

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 TALLAHASSEE, FLORIDA
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Name of General Partner: _____ Name of General Partner: _____

Street Address: _____ Street Address: _____

Mailing Address: _____ Mailing Address: _____

11. Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

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

Signed this 7th day of July, 2014

GENERAL PARTNER:

WASHINGTON PRIME GROUP INC., an Indiana corporation

By: [Signature] Robert P. Detchak, Secretary and General Counsel

The individual signing this document affirm that the facts stated herein are true and the individual is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

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 DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greetings:

I, Connie Lawson, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records, and proper official to execute this certificate.

I further certify that records of this office disclose that

WASHINGTON PRIME GROUP, L.P.

duly filed the requisite documents to commence business activities under the laws of State of Indiana on January 17, 2014, and was in existence or authorized to transact business in the State of Indiana on July 07, 2014.

I further certify this Domestic Limited Partnership (LP) has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the city of Indianapolis, this Seventh Day of July, 2014.

Connie Lawson

Connie Lawson, Secretary of State

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OFFICE OF THE SECRETARY OF STATE
INDIANAPOLIS, INDIANA