

B96000000125

LAW OFFICES
HONIGMAN MILLER SCHWARTZ AND COHN
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS
2290 FIRST NATIONAL BUILDING
DETROIT, MICHIGAN 48226-3503

JANIS K. KUJAN
Legal Assistant

DIRECT DIAL NUMBER
(313) 250-7833

FAX (313) 962-0176

LANSING, MICHIGAN
WEST PALM BEACH, FLORIDA
TAMPA, FLORIDA
ORLANDO, FLORIDA

April 10, 1996

VIA FEDERAL EXPRESS

Florida Secretary of State
Corporation Division
409 East Gaines Street
Tallahassee, Florida 32399
Attention: Diane Cushing

400001782604
-04/16/96--01108--017
****280.00 ****148.75

Re: Rameco-Gershenson Properties, L.P.
Rameco REIT, Inc.

Dear Ms. Cushing:

Enclosed for filing with your office you will find the following documents:

1. Application by Foreign Limited Partnership for Authorization to Transact Business in Florida.
2. Application by Foreign Corporation for Authorization to Transact Business in Florida.
3. Good Standing Certificate/Certificate of Fact for each of the above entities.

Our firm check in the amount of \$280.00 representing the following filing fees

	Limited Partnership	Corporation
Filing fee	\$52.50	\$35.00
Resident Agent Designation Fee	\$35.00	\$35.00
Certified copies	\$52.50	\$52.50
Good Standing Certificates	\$ 8.75	\$ 8.75
	\$148.75	\$131.25

C. TAX _____
 FILING 87.50
 R. AGENT FEE _____
 C. FEE 61.25
 T. _____
 N. _____
 BALANCE DUE _____
 REFUND _____

Document	DUO
Updater	DUO
Updater Verifier	DUO
Acknowledgement	DUO
W. P. Verifier	DUO

W960000007914

B96000000125

FILED
96 APR 11 PM 2:25
TALLAHASSEE, FLORIDA

HONIGMAN MILLER SCHWARTZ AND COHN

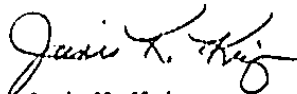
Florida Secretary of State
April 10, 1996
Page 2

Upon filing the enclosed documents, please return to me a file-stamped copy and a certified copy of each of the enclosed documents, as well as a good standing certificate for each in the enclosed Federal Express envelope.

If there is a problem with these documents, please do not return them, but call me at (313)256-7833.

Thank you for your assistance in this matter.

Very truly yours,



Janis K. Kujan
Legal Assistant

JKK/dll
Enclosures

DET03/108892.1

Sandra B. Mortham, Secretary of State

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

1. RAMCO-GERSHENSON PROPERTIES, L.P.
(Name of limited partnership as it is in the home state;)

2. RAMCO-GERSHENSON PROPERTIES LIMITED PARTNERSHIP
(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. DECEMBER 21, 1994
(State of Formation) (Date of Formation)

5. HOMISCO INCORPORATION, INC.
(Name of Registered Agent for Service of Process)

6. 222 Lakeview Avenue, Suite 800
(Street Address of Registered Office)

West Palm Beach, Florida 33401
(City) (Zip Code)

FILED
96 APR 11 PM 2:25
STATE OF FLORIDA

7. Acceptance by the Registered Agent for Service of Process.
HOMISCO INCORPORATION, INC.

By: Steven R. Parson, VP, Steven R. Parson, Vice President
(Agent must sign on this line)

8. 27600 NORTHWESTERN HIGHWAY, SUITE 200, SOUTHFIELD, MI 48034
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	SPECIFIC ADDRESS
RAMCO REIT, INC., a Delaware corporation	27600 Northwestern Highway, Ste 200
	Southfield, MI 48034
<u>F96000001824</u>	

10. 27600 Northwestern Highway, Ste. 200, Southfield, MI 48034
(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 cancelled or withdrawn.

12. 27600 Northwestern Highway, Ste. 200, Southfield, MI 48034
(Mailing Address of Limited Partnership)

This 29th day of December, 19 95.

RAMCO REIT, INC., a Delaware corporation
General Partner

By: Dennis Gershenson, Vice President

STATE OF MICHIGAN
COUNTY OF OAKLAND

FILED
96 APR 25

THE FOREGOING instrument was acknowledged and sworn to before me this 29th day

of December, 19 95, by Dennis Gershenson, Vice President of RAMCO REIT, INC. of
(Name of General Partner)

RAMCO-GERSHENSON PROPERTIES LIMITED PARTNERSHIP, a DELAWARE
(Name of Limited Partnership)

Limited Partnership, on behalf of said
~~(GERSHENSON/REIT/INC)~~
Limited Partnership.

Janis K. Kujan
Notary Public

JANIS K. KUJAN
Notary Public, Macomb County
My Commission Expires November 28, 1999

State of Michigan at Large

(SEAL)

My Commission Expires: 11-28-99

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

DENNIS GERSHENSON, VICE PRESIDENT OF
BEFORE ME the undersigned personally appeared RAMCO REIT, INC., a general
partner of RAMCO-GERSHENSON PROPERTIES, a (ah) P. DELAWARE limited partnership,
hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ See Exhibit A .
- 2. The anticipated amount of the capital contributions of the limited partners that are
allocated for the purposes of transacting business in Florida is \$ See Exhibit A .

This 29th day of December, 1995 .

FURTHER AFFIANT SAYETH NOT.

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

RAMCO REIT, INC., a Delaware corporation

BY:

[Handwritten signature of Dennis Gershenson]

General Partner

DENNIS GERSHENSON, VICE PRESIDENT

FILED
96
R 11 PM 2 25
STATE
FLORIDA

State of MICHIGAN

County of OAKLAND

Date Dec 29, 1995

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to
take acknowledgments in and for the State and County set forth above, personally appeared
RAMCO REIT, INC. (General Partner), known to me and known by me to be
the person who executed the foregoing Affidavit of Capital Contributions, and he acknow-
ledged to me and before me that he executed this Affidavit as General Partner of said partner-
ship.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the State
and County aforesaid, this 29th day of December, 1995 .

[Handwritten signature of Janis K. Kujan]
Notary Public

Seal

JANIS K. KUJAN
Notary Public, Macomb County
My Commission Expires November 28, 1997

State of Michigan at Large

My commission expires: 11-28-99

**EXHIBIT A TO
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

1. Each of the limited partners has contributed a shopping center development located in the State of Michigan and the approximate aggregate net equity value of contribution is \$3,900,000.00.
2. None at the present time.

DET03/108881.1

B96000000125

LAW OFFICES
HONIGMAN MILLER SCHWARTZ AND COHN
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS
2290 FIRST NATIONAL BUILDING
DETROIT, MICHIGAN 48220-3903
FAX (313) 962-0178

JANIS K. KUJAN
Legal Assistant

DIRECT DIAL NUMBER
(313) 260-7833

FILED
96 JUN 13 PM 4:21
SECRETARY OF STATE
LANSING, MICHIGAN 48201
TALLAHASSEE, FLORIDA
TAMPA, FLORIDA

June 12, 1996

VIA FEDERAL EXPRESS

Ms. Beth Register
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

000001870130
-06/20/96--01084--012
*****52.50 *****52.50

Re: **Ramco-Gershenson Properties, L.P.**
Ramco-Gershenson Properties Trust

Dear Ms. Register:

Enclosed for filing with your office are the following documents:

1. Certificate of Amendment to Application for Registration of Ramco-Gershenson Properties, L. P.
2. Affidavit of Chairman of Board of Trustees of Ramco-Gershenson Properties Trust attaching a true copy of the Amended and Restated Declaration of Trust as amended by Acquisition Amendment.
3. Certificate of Designation of Resident Agent/Registered Office for Ramco-Gershenson Properties Trust.
4. Checks in the amount of \$1,750 and \$350, respectively, representing the filing fees for the limited partnership documents (\$1,750) and the trust documents (\$350).

Please note for your records that the limited partnership and trust are related entities for purposes of name availability.

Upon filing the enclosed documents, please return a filed stamped copy of each document to me in the enclosed self-addressed Federal Express envelope.

B96000000125

6-13

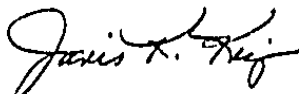
HONIGMAN MILLER SCHWARTZ AND COHN

Ms. Beth Register
June 12, 1996
Page 2

If there is a problem with these documents, please do not return them but call me at 313-256-7833.

Thank you for your assistance in this matter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Janis K. Kujan".

Janis K. Kujan
Legal Assistant

JKK/snj
Enclosures

DET03/116499.1

LAW OFFICES
HONIGMAN MILLER SCHWARTZ AND COHN
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS
2290 FIRST NATIONAL BUILDING
DETROIT, MICHIGAN 48226-3563
FAX (313) 961-0176

JANIS K. KUJAN
Legal Assistant

DIRECT DIAL NUMBER
(313) 266-7833

LANSING, MICHIGAN
WEST PALM BEACH, FLORIDA
TAMPA, FLORIDA

June 14, 1996

VIA FEDERAL EXPRESS

Ms. Kenney Manning
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

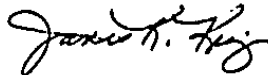
Re: **Ramco-Gershenson Properties, L.P.**
Ramco-Gershenson Properties Trust

Dear Ms. Manning:

Per our telephone discussion this morning, enclosed please find a check in the amount of \$52.50 for completion of filing the documents forwarded to you on June 12th.

Thank you for your assistance in this matter.

Very truly yours,



Janis K. Kujan
Legal Assistant

JKK/dll
Enclosures

DET03/116499.1

CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF

FILED
96 JUN 13 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ramco-Gershenson Properties Limited Partnership

(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173 Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows: Ramco Reit, Inc., a Delaware corporation, hereby withdraws as general partner of the Partnership and the name and address of the new general partner is:

Ramco-Gershenson Properties Trust, a Massachusetts business trust
27600 Northwestern Highway, Suite 200
Southfield, Michigan 48034

→ 1960000008

Ramco-Gershenson Properties Trust

By: _____

(Signature of a General Partner)

Dennis Gershenson, President

(Typed or printed name of General Partner signing above)

STATE OF MICHIGAN

COUNTY OF OAKLAND

On this 12th day of June, 19 96, Dennis Gershenson personally appeared before me,

- who is personally known to me
 whose identity I proved on the basis of

Janis K. Kujan
(Notary Public Signature)

Acting in Oakland County
(Notary's Printed Name)

Seal

My Commission Expires: _____

JANIS K. KUJAN
Notary Public, Macomb County
My Commission Expires November 28, 1999

B96000000125

Honigman, Miller, Schwartz and Cohn
Attn. Janis K. Kujan

(Requestor's Name)

2290 First National Building

(Address)

Detroit, MI 48226-3583

(City, State, Zip)

(Phone #)

FILED

96 JUN 13 PM 3:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

200001870122
-06/20/96--01084--011
***1750.00 ***1750.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. RAMECO-Gershenson Properties, L.P. / B96000000125

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

Walk in Pick up time _____

Certified Copy

Mail out Will wait Photocopy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials KWM

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN
LIMITED PARTNERSHIP

96 JUN 13 PM 3:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned general partner of RAMCO-GERSHENSON PROPERTIES, L.P., a Delaware limited partners, executed this supplemental affidavit filed pursuant to section 620.176, Florida Statutes.

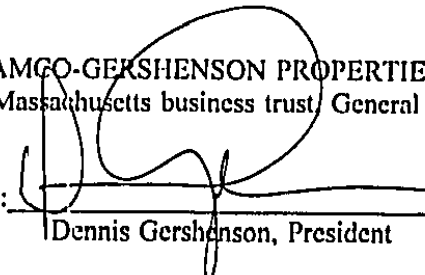
The total amount of the capital contributions of the limited partners that is allocated for the purpose of transacting business in Florida is \$ 13,603,665.00

This 7th day of June, 1996

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

RAMCO-GERSHENSON PROPERTIES TRUST,
a Massachusetts business trust, General Partner

By: 
Dennis Gershenson, President