



THE UNITED STATES
CORPORATION
COMPANY

B99000000206

ACCOUNT NO. : 072100000032

REFERENCE : 249198 9725B

AUTHORIZATION :

COST LIMIT : \$ 1,837.50

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 MAY 25 PM 5:11

ORDER DATE : May 21, 1999

ORDER TIME : 3:12 PM

ORDER NO. : 249198-015

300002883333--0

CUSTOMER NO: 9725B

CUSTOMER: Ms. Tiffany N. Del Duca
Roetzel & Andress
Trainon Centre, Third Floor
850 Park Shore Drive
Naples, FL 34103

FOREIGN FILINGS

NAME: NAPLES ASSOCIATES LIMITED
PARTNERSHIP

XXXX QUALIFICATION (TYPE: CO)

9

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

AK BK
5/24/99

RECEIVED
99 MAY 21 PM 4:00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 24, 1999

ANGIE GLISAR
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: NAPLES ASSOCIATES LIMITED PARTNERSHIP
Ref. Number: W99000011999

We have received your document for NAPLES ASSOCIATES LIMITED PARTNERSHIP and the authorization to debit your account in the amount of \$1837.50. However, the document has not been filed and is being returned for the following:

The name of your limited partnership is not available. A foreign limited partnership whose name is not available in Florida must adopt another name which contains the words "Limited" or its abbreviation "Ltd." for use in the state of Florida. Please complete number 2 on the application with an alternate name for use in Florida.

ALSO, BEFORE this partnership can be filed - AIRIDGE ASSOCIATES LIMITED PARTNERSHIP - must be qualified in Florida.

ALSO, please list the address required in Item 8.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 299A00028386

SUBMIT

Give original
to official

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

FILED STATE
SECRETARY OF CORPORATIONS
MAY 25 PM 5:11

1. Naples Associates Limited Partnership
(Name of limited partnership as it is in the home state)
2. D/B/A Nalp 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. Michigan
(State of Formation)
4. January 17, 1990
(Date of Formation)
5. Corporation Service Company
(Name of Registered Agent for Service of Process)
6. 1201 Hays Street
(Street Address of Registered Office)
- Tallahassee Florida 32301-2607
(City) (State) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Corporation Service Company

By: Deborah D Skipper as agent
(Agent must sign on this line)

8. 100 Galleria Officentre, Suite 219, Southfield, Michigan 48034

(Address of registered office required in state of formation or, if not required, address of principal of office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

<u>299000002630</u> <u>Naples Mall, Inc., a Michigan corporation</u>	<u>100 Galleria Officentre, Suite 219</u> <u>Southfield, Michigan 48034</u>
<u>39900000205</u> <u>Airidge Associates Limited Partnership,</u> <u>a Michigan limited partnership</u>	<u>1533 North Woodward Ave., Suite 340</u> <u>Bloomfield Hills Michigan 48304</u>
10. 100 Galleria Officentre, Suite 219, Southfield, Michigan 48034
(Office where Names, Addresses and Contributions of Limited Partnership 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 25 PM 5:11

12. 100 Galleria Officentre, Suite 216, Southfield, Michigan 48034
(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 13th day of May, 1999.

General Partner:

Naples Mall, Inc., a Michigan corporation

By: [Signature]
Daniel J. Aronoff, President

(corporate seal)

STATE OF MICHIGAN

COUNTY OF Oakland

SWORN TO AND SUBSCRIBED before me by Daniel J. Aronoff, as President of Naples Mall, Inc., a Michigan corporation, as general partner of Naples Associates Limited Partnership, a Michigan limited partnership, under the power duly vested in him by said corporation and for the partnership, (one of the following should be checked; if none are checked, he is personally known to me) _____ who is personally known to me, or ☒ has produced _____ as identification.

WITNESS my hand and official seal in the State and County last aforesaid this 13th day of May, 1999.

CHRISTIE L. ASH
Notary Public, Oakland County, MI
My Commission Expires Sept. 29, 2002

(SEAL)

[Signature]
NOTARY PUBLIC

Christie L. Ash
Printed Name of Notary:

My Commission Number is: n/a

My Commission Expires: 9/29/02

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN
LIMITED PARTNERSHIP**

BEFORE ME the undersigned appeared Daniel J. Aronoff, as President of Naples Mall, Inc., a Michigan corporation, the general partner of Naples Associates Limited Partnership, a Michigan limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 10,669,746
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 10,669,746.

Under the 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 13th day of May, 1999.

General Partner:

Naples Mall, Inc., a Michigan corporation

By: _____

Daniel J. Aronoff, President

(corporate seal)

STATE OF MICHIGAN

COUNTY OF Oakland

SWORN TO AND SUBSCRIBED before me by Daniel J. Aronoff, as President of Naples Mall, Inc., a Michigan corporation, as general partner of Naples Associates Limited Partnership, a Michigan limited partnership, under the power duly vested in him by said corporation and for the partnership, (one of the following should be checked; if none are checked, he is personally known to me) _____ who is personally known to me, or ☒ has produced _____ as identification.

WITNESS my hand and official seal in the State and County last aforesaid this 13th day of May, 1999.

CHRISTIE L. ASH
Notary Public, Oakland County, MI
My Commission Expires Sept. 29, 2002

(SEAL)

NOTARY PUBLIC

Christie L. Ash

Printed Name of Notary:

My Commission Number is: N/A

My Commission Expires: 9/29/02