



# F00000000254

ACCOUNT NO. : 072100000032

REFERENCE : 549254 4802844

AUTHORIZATION :

COST LIMIT :

*Patricia Pujit*  
\$ 78.75

ORDER DATE : January 12, 2000

ORDER TIME : 3:42 PM

ORDER NO. : 549254-005

500003098425--1

CUSTOMER NO: 4802844

CUSTOMER: Suzanne Knoll, Legal Assistant  
Neal Gerber & Eisenberg  
Two North Lasalle Street  
Suite # 2200  
Chicago, IL 60602

FOREIGN FILINGS

NAME: GGP-LAKELAND SQUARE II, INC.

XXXX QUALIFICATION (TYPE: CO)

*BK 1/13/00*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

\*\*\*FILE FIRST\*\*\*

CONTACT PERSON: Carrie Vaught

*BK*

*1/13/00*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
RECEIVED  
00 JAN 13 AM 9:16  
JAN 13 PM 4:44  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

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1. GGP-Lakeland Square II, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 36-4338552  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 3, 2000 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 110 North Wacker Drive  
Chicago, Illinois 60606  
(Current mailing address)
8. \_\_\_\_\_  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

**9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301  
(Zip code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.*

Corporation Service Company  
By: Deborah D. Skipper  
(Registered agent's signature)

**Deborah D. Skipper**  
**as its agent**

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

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: John Bucksbaum  
Address: 110 North Wacker Drive  
Chicago, Illinois 60606

Vice Chairman: Robert A. Michaels  
Address: 110 North Wacker Drive  
Chicago, Illinois 60606

Director: Bernard Freibaum  
Address: 110 North Wacker Drive  
Chicago, Illinois 60606

Director: \_\_\_\_\_  
Address: \_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: Robert A. Michaels  
Address: 110 North Wacker Drive  
Chicago, Illinois 60606

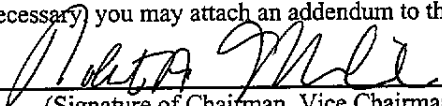
Vice President: Bernard Freibaum  
Address: 110 North Wacker Drive  
Chicago, Illinois 60606

Secretary: Marshall E. Eisenberg  
Address: 2 North LaSalle Street, Suite 2200  
Chicago, Illinois 60602

Treasurer: Bernard Freibaum  
Address: 110 North Wacker Drive  
Chicago, Illinois 60606

Continued on Exhibit A attached hereto and made a part hereof.

**NOTE:** If necessary you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert A. Michaels, President  
(Typed or printed name and capacity of person signing application)

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**EXHIBIT A  
TO  
APPLICATION BY FOREIGN CORPORATION  
FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA  
FOR  
GGP-LAKELAND SQUARE II, INC.**

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DIVISION OF CORPORATIONS  
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**12. B. Officers**

Chief Executive Officer: John Bucksbaum  
Address: 110 N. Wacker Drive  
Chicago, IL 60606

Vice President: Jon E. Batesole  
Address: 110 N. Wacker Drive  
Chicago, IL 60606

Vice President and  
Assistant Secretary: Ronald Gern  
Address: 110 N. Wacker Drive  
Chicago, IL 60606

Assistant Secretary: Howard A. Sigal  
Address: 110 N. Wacker Drive  
Chicago, IL 60606

Assistant Secretary: Carol A. Williams  
Address: 110 N. Wacker Drive  
Chicago, IL 60606

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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DIVISION OF CORPORATIONS  
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "~~GGP-LAKELAND SQUARE II~~, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF JANUARY, A.D. 2000.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3153088 8300

001001656

AUTHENTICATION:

0176650

DATE:

01-03-00