

F00000002726



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 692558 4808757

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 70.00

FILED
CLERK OF STATE
DEPARTMENT OF CORPORATIONS
00 MAY 15 PM 5:14

ORDER DATE : May 10, 2000

ORDER TIME : 3:11 PM

ORDER NO. : 692558-010

600003253626--4

CUSTOMER NO: 4808757

CUSTOMER: Ms. Rhodena Brunstrom
The Rouse Company
Office Of The General Counsel
10275 Little Patuxent Parkway
Columbia, MD 21044

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAY 15 PM 3:58

RECEIVED

FOREIGN FILINGS

NAME: ROUSE-DUVAL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

7
3/15
[Signature]

**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. Rouse-Duval, 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. Maryland
(State or country under the law of which it is incorporated)
3. Applied For
(FEI number, if applicable)
4. April 18, 2000
(Date of incorporation)
5. Perpetual
(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. c/o Office of the General Counsel
The Rouse Company, 10275 Little Patuxent Parkway, Columbia, Maryland 21044
(Current mailing address)
8. Develop, operate regional shopping center and/or mixed use center
(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: Gloria M. Barry

(Registered agent's signature)

(GLORIA M. BARRY, ASST. SECY.)

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. David R. Schwiesow, Vice-President
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
100 MAY 15 PM 5: 14

DIRECTORS: David H. Benson, Jeremiah E. Casey, Platt W. Davis, III, Mathias J. DeVito, Anthony W. Deering, Rohit M. Desai, Juanita T. James, Thomas J. McHugh, Hanne M. Merriman, Roger W. Schipke, Alexander B. Trowbridge, Gerard J. Vlask

OFFICERS:

Anthony W. Deering	:	Chairman of the Board President Chief Executive Officer
Douglas A. McGregor	:	Vice Chairman Chief Operating Officer
Jeffrey H. Donahue	:	Executive Vice-President Chief Financial Officer
Jerome D. Smalley	:	Executive Vice-President
Duke S. Kassolis	:	Senior Vice-President
Robert Minutoli	:	Senior Vice-President
Robert D. Riedy	:	Senior Vice-President
Alton J. Scavo	:	Senior Vice-President
Patricia H. Dayton	:	Vice-President Treasurer
Gordon H. Glenn	:	Vice-President General Counsel Secretary
Richard E. Galen	:	Vice-President Deputy General Counsel Assistant Secretary
Melanie M. Lundquist	:	Vice-President Controller
Holly G. Edington	:	Vice-President Controller
Clarke B. Aburn	:	Vice-President
Anthony F. Albanese	:	Vice-President
Andrew B. Bolton, III	:	Vice-President
Rita G. Brandin	:	Vice-President
Laurence A. Brocato	:	Vice-President
Michael J. Bryant	:	Vice-President
Robert M. Byrne	:	Vice-President

FILED STATE
SECRETARY OF
CORPORATIONS
MAY 15 PM 5:14

Rouse-Duval, Inc.

2.

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SECRETARY OF STATE
00 MAY 15 PM 5:14
DIVISION OF CORPORATIONS

Christopher B. Carlaw	:	Vice-President
Jody L. Clark	:	Vice-President
Patrick Done	:	Vice-President
Paul C. Fickinger	:	Vice-President
Thomas M. Fitzpatrick	:	Vice-President
Janice A. Fuchs	:	Vice-President
Jack R. Greenberg	:	Vice-President
Kathleen M. Hart	:	Vice-President
William Y. Hecht	:	Vice-President
Elizabeth A. Hullinger	:	Vice-President
Monty C. Leonard	:	Vice-President
Joel A. Manfredo	:	Vice-President
John G. McLaughlin	:	Vice-President
Anthony Mifsud	:	Vice-President
Joseph H. Necker, Jr.	:	Vice-President
John A. Patillo, Jr.	:	Vice-President
Michael L. Podracky	:	Vice-President
Mark W. Polivka	:	Vice-President
John R. Ragland	:	Vice-President
Gary M. Rivers	:	Vice-President
Ruben A. Roca	:	Vice-President
R. Edwards Taylor	:	Vice-President
Marlene F. Weinberg	:	Vice-President
Karen C. Weir	:	Vice-President
Ronald C. Wickwire	:	Vice-President
B. Owen Williams	:	Vice-President
Kathleen E. Barry	:	Vice-President Associate General Counsel Assistant Secretary
James D. Lano	:	Vice-President Associate General Counsel Assistant Secretary
David R. Schwiesow	:	Vice-President Associate General Counsel Assistant Secretary
John W. Steele, III	:	Vice-President Associate General Counsel Assistant Secretary
Donna M. Sills	:	Vice-President Associate General Counsel Assistant Secretary
John F. Cahlan	:	Assistant Secretary
Nancy E. Everett	:	Assistant Secretary
Jeffrey S. Geen	:	Assistant Secretary
E. Bernard Justis	:	Assistant Secretary

Rouse-Duval, Inc.

3.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 15 PM 5:14

Gabrielle Koeppel	:	Assistant Secretary
Arianne Hale Monroe	:	Assistant Secretary
M. Lucinda Motsko	:	Assistant Secretary
Jeffrey C. Palkovitz	:	Assistant Secretary
Cynthia L. Stewart	:	Assistant Secretary
Gregory E. Zimmerman	:	Assistant Secretary

ADDRESS FOR ALL:

c/o The Rouse Company
10275 Little Patuxent Parkway
Columbia, Maryland 21044

STATE OF MARYLAND
Department of Assessments and Taxation

SECRETARY
DIVISION OF CORPORATIONS
00 MAY 15 PM 5:14
STATE OF MARYLAND

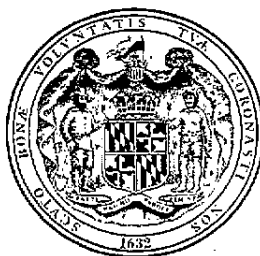
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ROUSE-DUVAL, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS MAY 11, 2000.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941 0000639962
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

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