

Document Number

F00000004178

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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***1228.75 ***1228.75

CORPORATION(S) NAME

Mainstreet Retail, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
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W.P. Verifier _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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00 JUL 25 PM 3: 17
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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**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. MAINSTREET RETAIL, 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

(State or country under the law of which it is incorporated)

3. 54-1883170

(FEI number, if applicable)

4. 12/29/97

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. 5/15/99

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1300 WILSON BOULEVARD, SUITE 400

ARLINGTON, VIRGINIA 22209

(Current mailing address)

8. MANAGEMENT SERVICES FOR PUSH CART AND KIOSK RETAIL AT SHOPPING MALLS

(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: CT CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND ROAD

PLANTATION, Florida, 33324

(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.



(Registered agent's signature)

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: PLEASE SEE ATTACHED LIST FOR DIRECTORS

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: PLEASE SEE ATTACHED LIST FOR OFFICERS

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. _____

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

14. _____

THOMAS E. FROST, EXECUTIVE VICE PRESIDENT

(Typed or printed name and capacity of person signing application)

The Mills Corporation - Corporate Officers and Directors

Mainstreet Retail, Inc.

7/6/2000

Title	Term Start	Term End	Name and Address
Chairman	5/18/2000	5/17/2001	Laurence C. Siegel 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
President	5/18/2000	5/17/2001	Peter B. McMillan 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Senior Executive Vice President	5/18/2000	5/17/2001	James F. Dausch 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Executive Vice President	5/18/2000	5/17/2001	Judith S. Berson 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Executive Vice President	5/18/2000	5/17/2001	Kent S. Digby 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Executive Vice President	5/18/2000	5/17/2001	Thomas E. Frost 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Executive Vice President	5/18/2000	5/17/2001	Thomas M. Hindert 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Executive Vice President	5/18/2000	5/17/2001	Steven J. Jacobsen 6170 W. Grand Avenue Suite 304 Gurnee, IL 60031
Executive Vice President	5/18/2000	5/17/2001	Kenneth R. Parent 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Executive Vice President	5/18/2000	5/17/2001	Mark J. Rivers 1300 Wilson Blvd. Suite 400 Arlington, VA 22209

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Title	Term Start	Term End	Name and Address
Executive Vice President	5/18/2000	5/17/2001	James P. Whitcome 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Senior Vice President	5/18/2000	5/17/2001	Marcie A. Connolly 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Senior Vice President	5/18/2000	5/17/2001	Mark C. Dorigan 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Senior Vice President	5/18/2000	5/17/2001	Terence P. Fitzgerald 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Senior Vice President	5/18/2000	5/17/2001	Gregg M. Goodman 6170 W. Grand Avenue Suite 304 Gurnee, IL 60031
Senior Vice President	5/18/2000	5/17/2001	Terrence W. LaPier 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Senior Vice President	5/18/2000	5/17/2001	Don G. Neeb 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Senior Vice President	5/18/2000	5/17/2001	Edward B. Vinson 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Vice President	5/18/2000	5/17/2001	Nathan A. Katzman 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Secretary	5/18/2000	5/17/2001	Thomas E. Frost 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Treasurer	5/18/2000	5/17/2001	Don G. Neeb 1300 Wilson Blvd. Suite 400 Arlington, VA 22209

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DIVISION OF INVESTIGATION
JUL 25 PM 3:17

Title	Term Start	Term End	Name and Address
Assistant Secretary	5/18/2000	5/17/2001	Christine S. Boehm 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Assistant Secretary	5/18/2000	5/17/2001	Marianne G. Bundren 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Assistant Secretary	5/18/2000	5/17/2001	M. V. Dean-Pezzini 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Assistant Secretary	5/18/2000	5/17/2001	Thomas M. Di Iaconi 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Assistant Secretary	5/18/2000	5/17/2001	Barbara T. Donovan 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Assistant Secretary	5/18/2000	5/17/2001	Mark C. Dorigan 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Assistant Secretary	5/18/2000	5/17/2001	Melissa R. Feuer 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Assistant Secretary	5/18/2000	5/17/2001	Ethan J. Friedman 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Assistant Secretary	5/18/2000	5/17/2001	Denise L. Jackson 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Assistant Secretary	5/18/2000	5/17/2001	Courtenay M. Labson 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Director	5/18/2000	5/17/2001	Thomas E. Frost 1300 Wilson Blvd. Suite 400 Arlington, VA 22209

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 DIVISION OF CORPORATIONS
 STATE OF VIRGINIA

Title	Term Start	Term End	Name and Address
Director	5/18/2000	5/17/2001	Peter B. McMillan 1300 Wilson Blvd. Suite 400 Arlington, VA 22209
Director	5/18/2000	5/17/2001	Laurence C. Siegel 1300 Wilson Blvd. Suite 400 Arlington, VA 22209

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAINSTREET RETAIL, 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 TWENTY-FIRST DAY OF JULY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

07-21-00

DATE: