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CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800)-969-1666 . Fax (850) 222-1666

WALK IN

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CERTIFIED COPY

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1.) Reedy Branch Shopping Center, Inc
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SPECIAL INSTRUCTIONS

BK 9/20

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DIVISION OF CORPORATION

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APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. Reedy Branch Shopping Center, Inc.
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Delaware 3. 33-0926186
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 24, 2000 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification.
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 800 Newport Center Drive, Suite 300, Newport Beach, California 92660
(Principal office address)
800 Newport Center Drive, Suite 300, Newport Beach, California 92660
(Current mailing address)

8. Title Holding Corporation
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: (see attached)

Office Address: _____

_____, Florida _____
(City) (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.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached list.

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

14. DAVID K. HUBBS **PRESIDENT**
(Typed or printed name and capacity of person signing application)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is

REEDY BRANCH SHOPPING CENTER, INC.

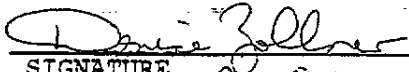
The name and address of the registered agent is

PARACORP INCORPORATED

236 EAST 6TH AVENUE

TALLAHASSEE, FL 32303

Having been named registered agent for the stated corporation, I hereby accept the appointment as registered agent and am familiar with and accept the obligations of my position.


SIGNATURE *Assistant Secretary*

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12 A

12 B

**REEDY BRANCH SHOPPING CENTER, INC.
LIST OF OFFICERS AND DIRECTORS**

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<u>Name</u>	<u>Office</u>	<u>Address</u>
David K. Hubbs	President & Director	800 Newport Center Drive Suite 300, Newport Beach, CA 92660
Lawrence K. Sullivan	Vice President, Treasurer & Secretary & Director	800 Newport Center Drive Suite 300, Newport Beach, CA 92660
Jeffrey S. Cavanaugh	Vice President & Director	800 Newport Center Drive Suite 300, Newport Beach, CA 92660
James G. McWalters	Vice President	800 Newport Center Drive Suite 300, Newport Beach, CA 92660
Laura R. Gaylord	Vice President	800 Newport Center Drive Suite 300, Newport Beach, CA 92660
Rita R. Ling	Assistant Secretary	800 Newport Center Drive Suite 300, Newport Beach, CA 92660
Scott W. Amling	Assistant Secretary	800 Newport Center Drive Suite 300, Newport Beach, CA 92660
Brian D. Ragsdale	Assistant Secretary	800 Newport Center Drive Suite 300, Newport Beach, CA 92660
David R. Brush	Assistant Secretary & Assistant Treasurer	800 Newport Center Drive Suite 300, Newport Beach, CA 92660

Thomas A. Hurst

Assistant Secretary

800 Newport Center Drive
Suite 300, Newport Beach,
CA 92660

Jeffrey W. Lerch

Assistant Secretary

800 Newport Center Drive
Suite 300, Newport Beach,
CA 92660

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE CERTIFICATE OF INCORPORATION OF "REEDY BRANCH SHOPPING CENTER, INC.", WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF AUGUST, A.D. 2000.

AND I DO FURTHER CERTIFY THAT THE AFORESAID CORPORATION 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 AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS A NON-PROFIT, STOCK CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0639246

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DATE: 08-25-00