

CT CORPORATION SYSTEM

F01000000 4967

CORPORATION(S) NAME

Chelsea Property Group, Inc.

FILED
01 SEP 20 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 SEP 20 PM 4:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <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 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 | | |

BK

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

9/20/01

MS

File 151

Order#: 4777396

7000004603497--4

Ref#:

-09/21/01--01003--002
*****70.00 *****70.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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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SECRETARY OF STATE

1. Chelsea Property Group, 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. 22-3251332

(FEI number, if applicable)

4. 10/21/1993

(Date of incorporation)

5. Perpetual

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

6. After qualified

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

7. 103 Eisenhower Parkway

Roseland, NJ 07068

(Current mailing address)

8. Any lawful purpose. Own and manage shopping centers.

(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: C T 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.

C T Corporation System



(Registered agent's signature)

ARMANDO VALDES

Vice President

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 Rider 1.

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 Rider 1.

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

14. Michael J. Clarke, Chief Financial Officer
(Typed or printed name and capacity of person signing application)

RIDER 1

**CHELSEA PROPERTY GROUP, INC.
BOARD OF DIRECTORS**

The address of the office of the Directors of Chelsea Property Group, Inc. is 103 Eisenhower
Parkway, Roseland, NJ 07068.

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David Bloom

William Bloom

Brendan T. Byrne

Robert Frommer

Barry M. Ginsburg

Philip D. Kaltenbacher

Reuben S. Leibowitz

**CHELSEA PROPERTY GROUP, INC.
OFFICERS**

The address of the office of the Officers of Chelsea Property Group, Inc. is 103 Eisenhower Parkway, Roseland, NJ 07068.

David Bloom
Chairman & Chief Executive Officer

William Bloom
Vice Chairman

Leslie T. Chao
President

Thomas J. Davies
Chief Operating Officer

Michael J. Clarke
Chief Financial Officer

Bruce Zalaznick
Executive Vice President

Anthony J. Galvin
Senior Vice President

John R. Klein
Senior Vice President

Christina M. Casey
Vice President

Denise M. Elmer
Vice President and Secretary

Philip E. Ende
Vice President

Eric K. Helstrom
Vice President

Daniel L. Kelly
Vice President

Gregory C. Link
Vice President

Michele Rothstein
Vice President

Catherine A. Lassi
Treasurer

Sharon M. Vuskalns
Controller

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TALLAHASSEE, FLORIDA

STATE OF MARYLAND
Department of Assessments and Taxation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

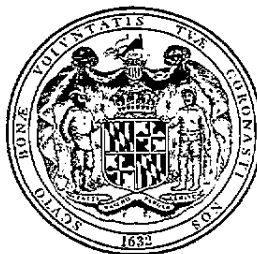
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN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

I FURTHER CERTIFY THAT CHELSEA PROPERTY GROUP, 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 SEPTEMBER 10, 2001.

Paul B. Anderson

Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941 0001460110
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

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