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ACCOUNT NO. : 072100000032

REFERENCE : 889422 4342377

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70.00

FILED
01 OCT 19 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 10, 2001

ORDER TIME : 10:12 AM

ORDER NO. : 889422-015

CUSTOMER NO: 4342377

CUSTOMER: Ms. Sharon Cash
Higgs Fletcher & Mack Llp
Suite 2600
401 West A Street
San Diego, CA 92101

RECEIVED
01 OCT 19 AM 11:34
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: PRICE LEGACY CORPORATION

XXXX QUALIFICATION (TYPE: CO)

800004645338--9

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX (2) PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: _____

**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. PRICE LEGACY CORPORATION

(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. 33-0628740

(FEI number, if applicable)

4. November 18, 1997

(Date of incorporation)

5. perpetual

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

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 17140 Bernardo Center Drive, Suite 300, San Diego, CA 92128

(Principal office address)

Same as above

(Current mailing address)

8. Shopping center management

(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
(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.

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

A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached

Address: _____

Vice President: _____

Address: _____

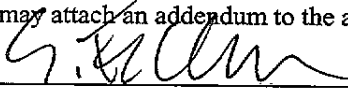
Secretary: _____

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. S. Eric Ottesen, Senior Vice President
(Typed or printed name and capacity of person signing application)

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PRICE LEGACY CORPORATION

| BOARD OF DIRECTORS | CORPORATE OFFICERS |
|---|--|
| <p>Jack McGrory, Chairman Price Entities, Inc. 7979 Ivanhoe Ave., Ste. 520 La Jolla, CA 92037 (858) 551-2345 (858) 551-2314 (fax) jmcgrory@price-entities.com</p> | <p>Gary B. Sabin, Chief Executive Officer Price Legacy Corporation 17140 Bernardo Center Dr., Suite 300 San Diego, CA 92128 (858) 675-9400 (858) 675-9405 (fax)</p> |
| <p>Gary B. Sabin, Co-Chairman Price Legacy Corporation 17140 Bernardo Center Dr., Suite 300 San Diego, CA 92128 (858) 675-9400 (858) 675-9405 (fax) GSabin@pricelegacy.com</p> | <p>Richard B. Muir, Vice-Chairman Price Legacy Corporation 17140 Bernardo Center Dr., Suite 300 San Diego, CA 92128 (858) 675-9400 (858) 675-9405 (fax) RMuir@pricelegacy.com</p> |
| <p>Richard B. Muir, Vice-Chairman Price Legacy Corporation 17140 Bernardo Center Dr., Suite 300 San Diego, CA 92128 (858) 675-9400 (858) 675-9405 (fax) RMuir@pricelegacy.com</p> | <p>Graham R. Bullick, President and Chief Operating Officer Price Legacy Corporation 17140 Bernardo Center Dr., Suite 300 San Diego, CA 92128 (858) 716-0316 (858) 675-9405 (fax) GBullick@pricelegacy.com</p> |
| <p>James Cahill Price Entities, Inc. 7979 Ivanhoe Ave., Ste. 520 La Jolla, CA 92037 (858) 551-2345 (858) 551-2314 (fax) Jcahill@price-entities.com</p> | <p>Mark T. Burton Sr. Vice President/Acquisitions Price Legacy Corporation 801 North 500 West, #201 West Bountiful, UT 84087 (801) 294-2400 (801) 294-7479 (fax) MBurton@pricelegacy.com</p> |
| <p>Murray L. Galinson 7979 Ivanhoe Avenue, Ste. 520 La Jolla, CA 92037 (858) 551-2337 (858) 551-2314 (fax) MGalinson@price-entities.com</p> | <p>James Nakagawa, Chief Financial Officer Price Legacy Corporation 17140 Bernardo Center Dr., Suite 300 San Diego, CA 92128 (858) 716-0310 (858) 675-9405 (fax) JNakagawa@pricelegacy.com</p> |
| <p>Keene Wolcott 4545 N. Lane Del Mar, CA 92014 (858) 755-4666 (858) 755-1245 (fax) kwolcott@cts.com</p> | <p>John Visconsi, Sr. Vice President- Leasing/Asset Management Price Legacy Corporation 17140 Bernardo Center Dr., Suite 300 San Diego, CA 92128 (858) 716-0312 (858) 675-9405 (fax) JVisconsi@pricelegacy.com</p> |
| <p>Mel Keating KADECA Consulting Corporation 18 Driftwood Drive Livingston, NJ 07039 (973) 533-9277 (973) 992-3176 (fax) mlkeating12@worldnet.att.net</p> | <p>William J. Stone, Sr. Vice President- Retail Development Price Legacy Corporation 17140 Bernardo Center Dr., Suite 300 San Diego, CA 92128 (858) 716-0328 (858) 675-9405 (fax) BStone@pricelegacy.com</p> |
| <p>Reuben S. Leibowitz E.M. Warburg, Pincus & Co., LLC 466 Lexington Avenue New York, NY 10017-3147 (212) 878-0653 (212) 716-5100 (fax) rleibowitz@emwp.com</p> | <p>Susan M. Wilson, Sr. Vice President- Office/Industrial/Hospitality Price Legacy Corporation 17140 Bernardo Center Dr., Suite 300 San Diego, CA 92128 (858) 716-0324 (858) 675-9405 (fax) SWilson@pricelegacy.com</p> |
| | <p>S. Eric Ottesen, Esq. Sr. Vice President/General Counsel/Secretary Price Legacy Corporation 17140 Bernardo Center Dr., Suite 300 San Diego, CA 92128 (858) 716-0314 (858) 675-9405 (fax) eottesen@pricelegacy.com</p> |

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STATE OF MARYLAND
Department of Assessments and Taxation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

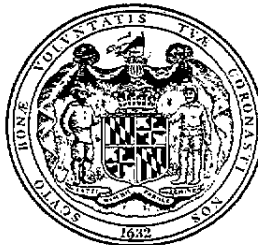
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN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

I FURTHER CERTIFY THAT PRICE LEGACY CORPORATION 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 27, 2001.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941 0001480592
MRS (Maryland Relay Service) (800) 735-2258 TTY/Voice
Fax (410) 333-7097

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