

Division of Corporations

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F01000005722**Florida Department of State**

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 521-1030

AL**FOREIGN PROFIT QUALIFICATION****EXCEL LEGACY CORPORATION**

Certificate of Status	0
Certified Copy	1
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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.**

1. Excel 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. Delaware 3. 33-0781747
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/17/97 5. Perpetual
(Date of incorporation) (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. To engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.
(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.

Corporation Service Company

Laura R. Dunlap

(Registered agent's signature)

Laura R. Dunlap
as its agent

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED LIST OF OFFICERS & DIRECTORS.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED LIST OF OFFICERS & DIRECTORS.

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. _____

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

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**ATTACHMENT TO APPLICATION BY FOREIGN CORPORATION FOR
 AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

LIST OF OFFICERS & DIRECTORS OF EXCEL LEGACY CORPORATION

DIRECTORS

Jack McGrory 7979 Ivanhoe Ave., Suite 520 La Jolla, CA 92037	Gary B. Sabin 17140 Bernardo Center Drive, Suite 300 San Diego, CA 92128
James Cahill 7979 Ivanhoe Ave., Suite 520 La Jolla, CA 92037	Richard B. Muir 17140 Bernardo Center Drive, Suite 300 San Diego, CA 92128

OFFICERS

Jack McGrory (Chairman) 7979 Ivanhoe Ave., Suite 520 La Jolla, CA 92037	Gary B. Sabin (Co-Chairman & Chief Executive Officer) 17140 Bernardo Center Drive, Suite 300 San Diego, CA 92128
Richard B. Muir (President & Chief Operating Officer) 17140 Bernardo Center Drive, Suite 300 San Diego, CA 92128	Mark T. Burton (Senior VP - Acquisitions) 801 North 500 West, #201 West Bountiful, UT 84087
S. Eric Ortesen (Senior VP, General Counsel, & Secretary) 17140 Bernardo Center Drive, Suite 300 San Diego, CA 92128	James Y. Nakagawa (Chief Financial Officer) 17140 Bernardo Center Drive, Suite 300 San Diego, CA 92128
William J. Stone (Senior VP - Retail Development) 17140 Bernardo Center Drive, Suite 300 San Diego, CA 92128	John A. Visconsi (Senior VP - Leasing/Asset Management) 17140 Bernardo Center Drive, Suite 300 San Diego, CA 92128
Susan M. Wilson (Senior VP - Office/Industrial/Hospitality) 17140 Bernardo Center Drive, Suite 300 San Diego, CA 92128	

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State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EXCEL LEGACY 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, AS OF THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2001.

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

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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1414334

DATE: 10-29-01