

CT CORPORATION SYSTEM

F01000005872

CORPORATION(S) NAME

Forest City Bluffside Corporation

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01 NOV 13 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CERTIFICATION

- Profit
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- Foreign *qual.*
- Limited Partnership
- LLC
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11/13/01

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 Ref#: _____
 Amount: \$ _____

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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANACT BUSINESS IN THE STATE OF FLORIDA

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1. Forest City Bluffside 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. Ohio

3. 34-1474279

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

(FEI number, if applicable)

4. 3/8/1985

5. perpetual

(Date of incorporation)

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

6. upon qualification

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

7. 50 Public Square, Suite 1100

Cleveland, Ohio 44113

(Current mailing address)

8. To engage in any lawful activity for which corporations may be formed under Chapter 1701 of the Ohio Revised Code.
(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)

Gil S. Apollo, Asst. Secretary

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: James A. Ratner

Address: 50 Public Square, Suite 1100

Cleveland, Ohio 44113

Director: Ronald A. Ratner

Address: 50 Public Square, Suite 1100

Cleveland, Ohio 44113

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

President: James A. Ratner

Address: 50 Public Square, Suite 1100

Cleveland, Ohio 44113

Vice President: James T. Brady

Address: 50 Public Square, Suite 1200

Cleveland, Ohio 44113

Secretary: Thomas G. Smith

Address: 50 Public Square, Suite 1100

Cleveland, Ohio 44113

Treasurer: Samuel H. Miller

Address: 50 Public Square, Suite 1100

Cleveland, Ohio 44113

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. Thomas G. Smith, Secretary
(Typed or printed name and capacity of person signing application)

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**ADDENDUM TO APPLICATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA:**

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ADDITIONAL OFFICERS:

<u>Name:</u>	<u>Title:</u>	<u>Address:</u>
David J. Levey	Vice President	50 Public Square, Suite 1170 Cleveland, Ohio 44113
Layton McCown	Vice President	50 Public Square, Suite 1130 Cleveland, Ohio 44113
Samuel H. Miller	Vice President	50 Public Square, Suite 1100 Cleveland, Ohio 44113
Robert G. O'Brien	Vice President	50 Public Square, Suite 1100 Cleveland, Ohio 44113
Edward Pelavin	Vice President	50 Public Square, Suite 1170 Cleveland, Ohio 44113
James J. Prohaska	Vice President	50 Public Square, Suite 1170 Cleveland, Ohio 44113
Albert B. Rater	Vice President	50 Public Square, Suite 1100 Cleveland, Ohio 44113
Ronald A. Ratner	Vice President	50 Public Square, Suite 1100 Cleveland, Ohio 44113
Gregory M. Vilkin	Vice President	949 S. Hope Street, Suite 100 Los Angeles, CA 90015-000
Judith A. Wolfe	Vice President	50 Public Square, Suite 1140 Cleveland, Ohio 44113
Layton McCown	Assistant Secretary	50 Public Square, Suite 1130 Cleveland, Ohio 44113

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show FOREST CITY BLUFFSIDE CORPORATION, an Ohio corporation, Charter No. 650788, having its principal location in Cleveland, County of Cuyahoga, was incorporated on March 8, 1985 and is currently in GOOD STANDING upon the records of this office.

WITNESS my hand and official seal at

Columbus, Ohio on

November 8, 2001



J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State