



F02000004994

(6) 10/2 FOR CORP CL & CUS

ACCOUNT NO. : 072100000032

REFERENCE : 766565 4804909

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 87.50

MJH

ORDER DATE : October 1, 2002

ORDER TIME : 10:39 AM

ORDER NO. : 766565-005

CUSTOMER NO: 4804909

CUSTOMER: Tim Link, Legal Assistant
Miro Weiner & Kramer
Suite 100
38500 Woodward Avenue
Bloomfield Hill, MI 48304

RECEIVED
02 OCT -2 PM 11:49
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: TAUBMAN-DOLPHIN, INC.

200008156112--6

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

FILED
02 OCT -2 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. TAUBMAN-DOLPHIN, 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. DELAWARE
(State or country under the law of which it is incorporated)
3. APPLIED FOR
(FEI number, if applicable)
4. September 25, 2002
(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. 200 East Long Lake Road, Bloomfield Hills, Michigan 48304
(Principal office address)

200 East Long Lake Road, Bloomfield Hills, Michigan 48304
(Current mailing address)
8. See attached purpose rider
(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)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Brian Courtney
Asst. V. Pres.

(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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

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. Dennis J. Hecht, Secretary

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

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BY
TAUBMAN-DOLPHIN, INC.**

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8. Purpose: Any lawful act or activity for which corporations may be organized, including but not limited to, holding, managing and selling partnership interests.

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

A. DIRECTORS

Director: Robert S. Taubman
Address: 200 East Long Lake Road
Bloomfield Hills, MI 48304

Director: William S. Taubman
Address: 200 East Long Lake Road
Bloomfield Hills, MI 48304

Director: Lisa A. Payne
Address: 200 East Long Lake Road
Bloomfield Hills, MI 48304

B. OFFICERS

President: Robert S. Taubman
Address: 200 East Long Lake Road
Bloomfield Hills, MI 48304

Executive Vice President: William S. Taubman
Address: 200 East Long Lake Road
Bloomfield Hills, MI 48304

Executive Vice President: Lisa A. Payne
Address: 200 East Long Lake Road
Bloomfield Hills, MI 48304

Chief Accounting Officer: Esther R. Blum
Address: 200 East Long Lake Road
Bloomfield Hills, MI 48304

Secretary: Dennis J. Hecht
Address: 200 East Long Lake Road
Bloomfield Hills, MI 48304

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B. OFFICERS (Cont.)

Assistant Secretary:	Jeffrey H. Miro
Address:	38500 Woodward Avenue, Suite 100 Bloomfield Hills, MI 48304

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TAUBMAN-DOLPHIN, INC." 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 FIRST DAY OF OCTOBER, A.D. 2002.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TAUBMAN-DOLPHIN, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2002.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3572875 8300

020610156

AUTHENTICATION: 2013426

DATE: 10-01-02