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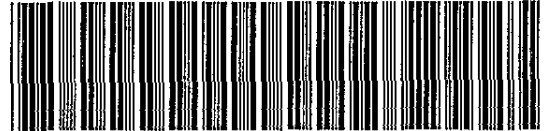
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JAN 8 2003

CT CORPORATION

January 8, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Order #: 5762295 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

FOREST CITY RENTAL PROPERTIES CORPORATION (OH)
Qualification
Florida

FOREST CITY RENTAL PROPERTIES CORPORATION (OH)
Cert Copy of Certificate of Authority
Florida

FOREST CITY RENTAL PROPERTIES CORPORATION (OH)
Certificate of Status/Authorization-Foreign
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

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

CT CORPORATION

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

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CLERK OF COURTS
TALLAHASSEE, FLORIDA

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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TALLAHASSEE, FLORIDA

1. Forest City Rental Properties 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. 34-1044033
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/19/1969 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. 50 Public Square, Suite 1160, Cleveland, Ohio 44113
(Principal office address)
same as above
(Current mailing address)
8. To act as limited guarantor in connection with financing of certain real property owned by a subsidiary.
(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
(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.
C T Corporation System
By: CONNIE BRYAN
(Registered agent's signature) **SPECIAL ASSISTANT 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 business addresses of officers and/or directors:

PLEASE SEE ATTACHED EXHIBIT "A"

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. James J. Pronaska, Vice President
(Typed or printed name and capacity of person signing application)

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EXHIBIT "A"

**Directors & Officers of
Forest City Rental Properties Corporation**

Business Address: 50 Public Square
(For all) 1160 Terminal Tower
(below) Cleveland, Ohio 44113

Director

Samuel H. Miller
Albert B. Ratner
Charles A. Ratner
James A. Ratner

Title

Director
Director
Director
Director

Officer

Charles A. Ratner
James A. Ratner
David J. LaRue
Robert G. O'Brien
Layton McCown
Vincent G. Crowley
Gayle Blakeley Farris
Tom Michaels
Samuel H. Miller
Edward Pelavin
Geraldyn M. Presti
James J. Prohaska
Albert B. Ratner
Brian J. Ratner
Ronald A. Ratner
Thomas G. Smith
Gregory M. Vilkin
Brad Snyder
Lawrence R. Fishman

Title

Chairman of the Board
Chief Executive Officer, President
Executive Vice President
Executive Vice President, Finance and Investment
Senior Vice President
Vice President - Chief Technology Officer
Vice President
Vice President - Director of Taxes
Vice President, Treasurer
Vice President
Vice President, Secretary
Vice President
Vice President, Assistant Secretary
Vice President
Vice President, Assistant Secretary
Vice President
Vice President - Corporate Strategic Initiatives
Assistant Secretary

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE**

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 RENTAL PROPERTIES CORPORATION, an Ohio Corporation, Charter No. 388771, having its principal location in Cleveland, County of Cuyahoga, was incorporated on September 19, 1969, and is currently in GOOD STANDING upon the records of this office.

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TALLAHASSEE, FLORIDA



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 26th day of December, A.D. 2002.

J. Kenneth Blackwell
Ohio Secretary of State