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DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 244294 4802844

AUTHORIZATION

COST LIMIT : \$ 87.50

Patricia Pigato

FILED
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03
11/11/03
11/11/03
11/11/03

ORDER DATE : September 16, 2003

ORDER TIME : 9:42 AM

ORDER NO. : 244294-035

CUSTOMER NO: 4802844

CUSTOMER: Marcela Godoy, Legal Assistant
Neal Gerber & Eisenberg LLP
Suite 2200
Two North LaSalle Street
Chicago, IL 60602

FOREIGN FILINGS

NAME: GGP-LAKELAND, INC.

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: _____

**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. GGP-Lakeland, 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 17, 2003 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. 110 North Wacker Drive, Chicago, Illinois 60606
(Principal office address)
- 110 North Wacker Drive, Chicago, Illinois 60606
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be qualified in Florida.
(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.

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. Robert A. Michaels, President

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

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TALLAHASSEE
FLORIDA

**ATTACHMENT A
TO THE APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA OF
GGP-LAKELAND, INC.**

Director and President	Robert A. Michaels 110 North Wacker Drive Chicago, Illinois 60606
Director and Chief Executive Officer	John Bucksbaum 110 North Wacker Drive Chicago, Illinois 60606
Director, Vice President and Treasurer	Bernard Freibaum 110 North Wacker Drive Chicago, Illinois 60606
Vice President and Assistant Secretary	Joel Bayer 110 North Wacker Drive Chicago, Illinois 60606
Vice President and Assistant Secretary	Ronald L. Gern 110 North Wacker Drive Chicago, Illinois 60606
Secretary	Marshall E. Eisenberg Two North LaSalle Street Ste. 2200 Chicago, Illinois 60602
Assistant Secretary	Howard A. Sigal 110 North Wacker Drive Chicago, Illinois 60606
Assistant Secretary	Carol A. Williams 110 North Wacker Drive Chicago, Illinois 60606
Director	* Mary S. Stawikey c/o Entity Services Group, LLC 103 Foulk Road, Ste. 2200 Wilmington, Delaware 19803
Director	* Suzanne M. Hay c/o Entity Services Group, LLC 103 Foulk Road, Ste. 2200 Wilmington, Delaware 19803

* Election effective upon the consummation of a certain loan transaction anticipated to close on or about September 23, 2003.

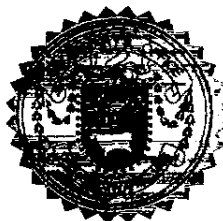
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GGP-LAKELAND, 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 SEVENTEENTH DAY OF SEPTEMBER, A.D. 2003.

FILED
SEP 18 PM 5:05
HARRISBURG, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2639928

DATE: 09-17-03