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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

CP Deerfield Manager, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. CP Deerfield Manager, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 20-1386507

(FBI number, if applicable)

4. July 20, 2004

(Date of incorporation)

5. perpetual

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

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3101 Sixth Avenue North, Suite 750, Birmingham, AL 35203

(Principal office address)

2101 Sixth Avenue North, Suite 750, Birmingham, AL 35203

(Current mailing address)

8. See attached description.

(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

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.

By: Mark Zipp

(Registered agent's signature) MARK ZIPP

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:

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8. The purpose of the Corporation is to act as the manager of CP Deerfield, LLC, a limited liability company organized under the laws of Delaware which is engaged solely in the business of owning a real estate project known as Deerfield Mall located in Broward County, Florida, and to engage in any other lawful act or activities which are incidental, necessary or appropriate to the foregoing.

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STURLEY D. WALK
TALLAHASSEE, FLORIDA

A. DIRECTORSChairman: John RignishAddress: 2101 Sixth Avenue North, Suite 750,
Birmingham, Alabama 35203Vice Chairman: C. Reynolds Thompson IIIAddress: 2101 Sixth Avenue North, Suite 750,
Birmingham, Alabama 35203Director: John R. Mosmar, Jr.Address: SPE Independent Director, LLC, 11121 Carmel Commons Blvd., Suite 165
Charlotte, NC 28226

Director: _____

Address: _____

B. OFFICERSPresident: See attached addendum.

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 Director or Officer listed in number 12 of the application)

14. Kenneth E. Howell, Chief Accounting Officer and Assistant Secretary

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

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Delaware

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The First State

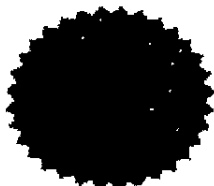
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CP DEERFIELD MANAGER, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CP DEERFIELD MANAGER, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF JULY, A.D. 2004.

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

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040530063



Harriet Smith Windsor
HARRIET SMITH WINDSOR, Secretary

DATE: 07-20-04