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Florida Department of State
Division of Corporations
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Division of Corporations
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From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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FOREIGN PROFIT QUALIFICATION

Ramco Boca SPC, Inc.

Certificate of Status	1
Certified Copy	1
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J. BRYAN AUG 10 2004

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

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. RAMCO BOCA SPC. INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "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. 20-1460340

(FBI number, if applicable)

4. AUGUST 6, 2004

(Date of incorporation)

5. PERPETUAL

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

6. UPON FILING

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

7. 31500 NORTHWESTERN HIGHWAY, SUITE 300, FARMINGTON HILLS, MI 48334

(Principal office address)

31500 NORTHWESTERN HIGHWAY, SUITE 300, FARMINGTON HILLS, MI 48334

(Current mailing address)

8. SEE ATTACHED

(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, 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.

CT Corporation System

By: Carrie Bayer

(Registered agent's signature)

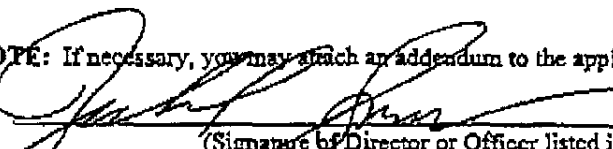
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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

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A. DIRECTORSChairman: Dennis GershensonAddress: 31500 NORTHWESTERN HIGHWAY, SUITE 300, FARMINGTON HILLS, MI 48334Vice Chairman: Richard GershensonAddress: 31500 NORTHWESTERN HIGHWAY, SUITE 300, FARMINGTON HILLS, MI 48334Director: Richard J. SmithAddress: 31500 NORTHWESTERN HIGHWAY, SUITE 300, FARMINGTON HILLS, MI 48334Director: Bradley J. SchramAddress: 1760 South Telegraph Road, Suite 300, Bloomfield Hills, MI 48302-0183**B. OFFICERS**President: Dennis GershensonAddress: 31500 NORTHWESTERN HIGHWAY, SUITE 300, FARMINGTON HILLS, MI 48334Vice President: Richard GershensonAddress: 31500 NORTHWESTERN HIGHWAY, SUITE 300, FARMINGTON HILLS, MI 48334Secretary: Richard J. SmithAddress: 31500 NORTHWESTERN HIGHWAY, SUITE 300, FARMINGTON HILLS, MI 48334Treasurer: Richard J. SmithAddress: 31500 NORTHWESTERN HIGHWAY, SUITE 300, FARMINGTON HILLS, MI 48334

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. Richard J. Smith, Secretary/Treasurer
(Typed or printed name and capacity of person signing application)FILED
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ATTACHMENT TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA OF

RAMCO BOCA SPC, INC.

8. For so long as that certain mortgage loan (the "Loan") in the approximate amount of \$40,500,000.00 from Lehman Brothers Bank FSB (together with its successors and assigns, "Lender") to the Borrower (as hereinafter defined) remains outstanding (it being understood and agreed that, for the purposes of this Section, the Loan shall not be deemed outstanding if it has been satisfied or refinanced), notwithstanding anything to the contrary contained in this Certificate of Incorporation (as amended and/or modified from time to time, this "Certificate") or the Bylaws of the Corporation, the nature of the business to be conducted by the Corporation is to engage solely in the following activities:

(a) To acquire a membership interest in and act as a member of Boca Mission LLC, a Delaware limited liability company ("Borrower"), which Borrower is engaged solely in the ownership, development, maintenance, leasing, management, financing and operation of certain real and improved property commonly known as Mission Bay Shopping Center and located at Glades Road in the City of Boca Raton, County of Palm Beach, State of Florida (the "Property"), pursuant to and in accordance with this Certificate and the Bylaws of the Corporation.

(b) To engage in such other lawful activities permitted to corporations by the Delaware General Corporation law (as the same exists or may hereafter be amended (provided that the effect of any such amendment shall be prospective only) the "Delaware Law") as are incidental to the foregoing, including the management of the Property.

For so long as the Loan shall remain outstanding (it being understood and agreed that, for the purposes of this Section, the Loan shall not be deemed outstanding if it has been satisfied or refinanced), notwithstanding anything to the contrary contained herein, the provisions set forth shall control and shall not be amended or modified without the prior written consent of the Lender:

(a) the Corporation shall not engage in any business or activity other than the ownership of its interest in Borrower, and activities incidental thereto including the management of the Property;

(b) the Corporation shall not acquire or own any material assets other than its interest in Borrower;

(c) the Corporation shall not merge into or consolidate with any person or entity or dissolve, terminate or liquidate in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure;

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(d) the Corporation (i) shall observe its organizational formalities and preserve its existence as an entity duly organized, validly existing and in good standing (if applicable) under the laws of the State of Delaware, and qualification to do business in the State of Florida, if applicable, and (ii) shall not, without the prior written consent of Lender, terminate or fail to comply with the material provisions of this Certificate of Incorporation;

(e) the Corporation shall not own any subsidiary or make any investment in any person or entity without the consent of Lender;

(f) the Corporation shall not commingle its assets with the assets of any of its affiliates, principals or of any other person or entity, participate in a cash management system with any other entity or person or fail to use its own separate stationery, invoices and checks;

(g) the Corporation shall not incur any debt secured or unsecured, direct or contingent (including guaranteeing any obligations);

(h) the Corporation shall not become insolvent and fail to pay its debts and liabilities (including, as applicable, shared personnel and overhead expenses) from its assets as the same shall become due;

(i) the Corporation (i) shall maintain its records (including financial statements), books of account and bank accounts separate and apart from those of the members, principals and affiliates of the Borrower or of the Principal, as the case may be, the affiliates of a member, general partner or principal of Borrower or of Principal, as the case may be, and any other person or entity, (ii) shall not permit its assets or liabilities to be listed as assets or liabilities on the financial statement of any other entity or person except as may be consolidated with the financial statements of Ramco-Gershenson Properties Trust or as otherwise required in accordance with Generally Accepted Accounting Principals, and (iii) shall not include the assets or liabilities of any other person or entity on its financial statements;

(j) the Corporation shall not enter into any contract or agreement with any member, principal or affiliate of Borrower, Guarantor or Indemnitor (as such terms are defined in the loan documents evidencing and/or securing the Loan), or any member, general partner, principal, or affiliate thereof (other than a business management services agreement, provided that (i) such agreement is acceptable to Lender, (ii) the manager, or equivalent thereof, under such agreement holds itself out as an agent of the Borrower, and (iii) the agreement meets the standards set forth in the Mortgage), except upon terms and conditions that are commercially reasonable, intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than any member, general partner, principal or affiliate of Borrower or of the Corporation, as the case may be, Guarantor or Indemnitor, or any member, general partner, principal or affiliate thereof;

(k) the Corporation shall not seek the dissolution or winding up in whole, or in part, of Borrower or of the Corporation, as the case may be;

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- (v) the Corporation shall hold its assets in its own name;
- (w) the Corporation shall not have any of its obligations guaranteed by an affiliate; and
- (x) the Corporation shall not violate or cause to be violated the assumptions made with respect to Borrower and its principals in that certain Non-Consolidation Opinion delivered to Lender in connection with the Loan.

Notwithstanding anything to the contrary contained herein, no provision contained in this Section shall be deemed to create an obligation on the part of the Corporation, any stockholder or owner, or any member, officer, director, employee or affiliate of any, of the foregoing to make loans, equity infusions or capital contributions to the Corporation.

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Delaware

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The First State

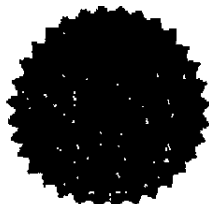
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RAMCO BOCA SPC, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF AUGUST,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

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3281058

DATE: 08-06-04

TOTAL P.08