

F05000002864
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Fax Number : (850) 205-0393

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
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FOREIGN PROFIT QUALIFICATION

OCEAN WALK SHOPPES, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION SVC CO

H O NO. 499 12 P. 5/52 3



CARLSBERG
MANAGEMENT COMPANY

6171 WEST CENTURY BOULEVARD, SUITE 100
LOS ANGELES, CALIFORNIA 90045

POST OFFICE BOX 92006
LOS ANGELES, CALIFORNIA 90009-2006

310 258-9000

FAX: 310 258-9009

May 12, 2005

To: Florida Secretary of State

Re: Letter of Affiliation regarding Ocean Walk
Shoppes, Inc.

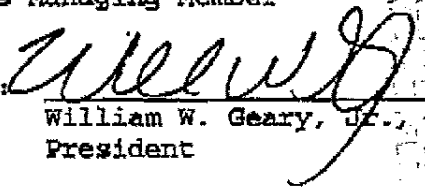
Gentlemen:

The undersigned, Ocean Walk Shoppes, LLC, is a Delaware limited liability company which is qualified to do business in the State of Florida. Ocean Walk Shoppes, Inc., a Delaware corporation, is the present managing member of Ocean Walk Shoppes, LLC.

Ocean Walk Shoppes, LLC hereby consents to the registration of Ocean Walk Shoppes, Inc. in the State of Florida.

Ocean Walk Shoppes, LLC,
a Delaware limited liability
company

By: Ocean Walk Shoppes, Inc.,
a Delaware corporation,
its Managing Member

By: 
William W. Geary, Jr.,
President

SECRETARY OF STATE
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CORPORATION SVC CO

H NO. 499 00 P. 2/5 02 3

**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. Ocean Walk, Shoppes, 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. State of Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5/10/05 5. Perpetual
(Date of incorporation) (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. 6171 West Century Boulevard, Suite 100
(Principal office address)
Los Angeles, California 90045
(Current mailing address)
8. Ownership and operation, directly or indirectly, of a shopping center known as
"Ocean Walk Shoppes" located in Daytona Beach, Florida, and related purposes.
(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: Corporation Service Company
Office Address: 1201 Nays 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
By: Deborah D. Skipper
(Registered agent's signature) Deborah D. Skipper
Asst. V. Pres.

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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CORPORATION SVC CO

H NO. 499 01 P. 3/52 3

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: William W. Geary, Jr.

Address: 6171 West Century Boulevard, Suite 100

Los Angeles, California 90045

Director: _____

Address: _____

B. OFFICERS

President: William W. Geary, Jr.

Address: 6171 West Century Boulevard, Suite 100

Los Angeles, California 90045

Vice President: _____

Address: _____

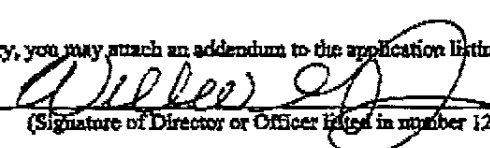
Secretary: Kathryn S. Schiebel

Address: 6171 West Century Boulevard, Suite 100, Los Angeles, California 90045

Treasurer: William W. Geary, Jr.

Address: 6171 West Century Boulevard, Suite 100, Los Angeles, California 90045

NOTE: If necessary, you may attach an addendum to this application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. William W. Geary, Jr., President
(Typed or printed name and capacity of person signing application)

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NO. 49901P. 4/532 3

Delaware

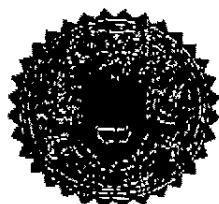
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OCEAN WALK SHOPPES, 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 ELEVENTH DAY OF MAY, A.D. 2005.

FILED

2005 MAY 13 A 11:16
SECRETARY OF STATE
ALPHABETICALLY



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050380790

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3872975

DATE: 05-11-05

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