

Division of Corporations

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STEPHANIE JAMISON
73102/09436

From: Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
Phone : (305) 374-7580
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LNR Development Corporation

Certificate of Status	1
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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. LNR Development Corporation

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

LNR Property Development Corporation

(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. Applied For

(FEI number, if applicable)

4. August 15, 2005

(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. 1601 Washington Avenue, Suite 800, Miami Beach, Florida 33139

(Principal office address)

1601 Washington Avenue, Suite 800, Miami Beach, Florida 33139

(Current mailing address)

8. Any and all lawful business and primarily real estate development.

(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: Zena Dickstein

Office Address: 1601 Washington Avenue, Suite 800

Miami Beach

(City)

Florida 33139

(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.

Zena M. Dickstein
(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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TALLAHASSEE FLORIDA

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A. DIRECTORSChairman: See Attachment A.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: See Attachment A.

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]

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

14. Zena Dickstein, Vice President

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

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Attachment A**LNR DEVELOPMENT CORPORATION
Officer/Director List**

Name	Title	Address
<u>Directors</u>		
Robert B. Cherry	Director	1601 Washington Avenue Suite 800 Miami Beach, FL 33139
Jeffrey P. Krasnoff	Director	1601 Washington Avenue Suite 800 Miami Beach, FL 33139
Ronald E. Schrager	Director	1601 Washington Avenue Suite 800 Miami Beach, FL 33139
<u>Officers:</u>		
Jeffrey P. Krasnoff	President Chief Executive Officer	1601 Washington Avenue Suite 800 Miami Beach, FL 33139
Steven N. Bjerke	Vice President Chief Financial Officer	1601 Washington Avenue Suite 800 Miami Beach, FL 33139
Robert B. Cherry	Vice President Chief Investment Officer	1601 Washington Avenue Suite 800 Miami Beach, FL 33139
Zena M. Dickstein	Vice President Secretary	1601 Washington Avenue Suite 800 Miami Beach, FL 33139
Robert E. Schrager	Vice President Chief Operating Officer	1601 Washington Avenue Suite 800 Miami Beach, FL 33139
Mark T. Briggs	Vice President	Centennial Tower Suite 3600 101 Marietta Street Atlanta, Georgia 30303
Mark A. Griffith	Vice President	40 Marsh Wall 3rd Floor London United Kingdom E14 9TP

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Attachment A**LNR DEVELOPMENT CORPORATION
Officer/Director List**

Name	Title	Address
David G. Levin	Vice President	1601 Washington Avenue Suite 800 Miami Beach, FL 33139
David O. Team	Vice President	4350 Von Karman Avenue Suite 200 Newport Beach, CA 92660
Margaret Jordan	Treasurer	1601 Washington Avenue Suite 800 Miami Beach, FL 33139
Arthur Lieberman	Assistant Controller	1601 Washington Avenue Suite 800 Miami Beach, FL 33139
Susan K. Chapman	Assistant Secretary	1601 Washington Avenue Suite 800 Miami Beach, FL 33139
Christopher J. Martin	Assistant Secretary	4350 Von Karman Avenue Suite 200 Newport Beach, CA 92660
Thomas F. Nealon, III	Assistant Secretary	1601 Washington Avenue Suite 800 Miami Beach, FL 33139
Steven Oswald	Assistant Secretary Controller	1601 Washington Avenue Suite 800 Miami Beach, FL 33139
Tammy L. Roberts	Assistant Secretary	Centennial Tower Suite 3600 101 Marietta Street Atlanta, Georgia 30303
David Bowie	Assistant Controller	1601 Washington Avenue Suite 800 Miami Beach, FL 33139

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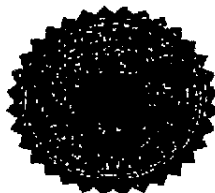
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LNR DEVELOPMENT CORPORATION" 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 FIFTEENTH DAY OF AUGUST, A.D. 2005.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4092675

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DATE: 08-15-05

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