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Florida Department of State
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From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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**FOREIGN PROFIT/NONPROFIT CORPORATION
ROUSE PROPERTIES, INC.**

| | |
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TALLAHASSEE, FLORIDA

PS 3/7/12

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

12 MAR 7 PH 1:53

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. Rouse Properties, 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. 90-0750824

(FEI number, if applicable)

4. 08/10/2011

(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. 1114 Avenue of the Americas, Suite 2800, New York, NY 10110

(Principal office address)

c/o GGP Legal BSC 4-07, 110 N. Wacker Drive, Chicago, IL 60606

(Current mailing address)

8. Real Estate

(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 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

By: Stephanie Milnes Stephanie K. Milnes
Assistant Vice President

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.

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

A. DIRECTORS

Chairman: SEE ATTACHED EXHIBIT A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED EXHIBIT 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 of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Rael Diamond, Chief Financial Officer

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

**EXHIBIT A TO FLORIDA QUALIFICATION
FOR ROUSE PROPERTIES, INC.**

OFFICERS

All located at 1114 Avenue of the Americas, Suite 2800, New York, NY 10110

| | |
|-------------------------------------|-------------------|
| Chief Financial Officer & Secretary | Rael Diamond |
| Director of Human Resources | Bobbie Lyons |
| Executive Vice President, Leasing | Brian Harper |
| President & Chief Executive Officer | Andrew Silberfein |
| Vice President, Finance | Timothy Salvemini |

DIRECTORS

All located at 1114 Avenue of the Americas, Suite 2800, New York, NY 10110

Andrew Silberfein
Christopher Haley
David Arthur
David Kruth
Jeffrey Blidner
Leonard Abramsky
Michael Mullen
Steven Shepsman

Delaware

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DIVISION OF CORPORATIONS
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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROUSE PROPERTIES, 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 SEVENTH DAY OF MARCH, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ROUSE PROPERTIES, INC." WAS INCORPORATED ON THE TENTH DAY OF AUGUST, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

5022725 8300

120283001

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9413680

DATE: 03-07-12