

F9500003729

1200 ... STREET
DALLAS, TX 75201
952-222-0111 FAX



ACCOUNT NO. : 072100000032
REFERENCE : 650200 869010
AUTHORIZATION :
COST LIMIT : 0 PREPAID

ORDER DATE : July 20, 1995

ORDER TIME : 10:47 AM

ORDER NO. : 650200

CUSTOMER NO: 869010

200001548602
-07/28/95--01038--002
****122.50 ****122.50

0715 15.226

CUSTOMER: Ms. Jean Paulsen
Prentice Hall Legal &
400 North Saint Paul
Suite 1025
Dallas, TX 75201

FOREIGN FILINGS

NAME: JONES LANG WOOTTON RETAIL
MANAGEMENT INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 28 AM 11:57

FILED

mtm

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hengal



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

95 AUG -1 AM 3:22
DIVISION OF CORPORATIONS

July 28, 1995 *use*

CSC NETWORKS

SUBJECT: JONES LANG WOOTTON RETAIL MANAGEMENT, INC.
Ref. Number: W95000015226

FILED
95 JUL 28 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for JONES LANG WOOTTON RETAIL MANAGEMENT, INC. and your check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name on the certificate does not match the name on line one of the application. *— Try again*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist:

Letter Number: 995A00035891

8-2-95
8-1-95
Resubmit
CSN

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. INSTITUTIONAL RETAIL MANAGEMENT, INC. (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Texas (State or country under the law of which it is incorporated) 3. 74-2586368 (FEI number, if applicable)

4. October 31, 1990 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.150, F.S.))

7. 16475 Dallas Parkway, Suite 510 Dallas, Texas 75248 (Current mailing address)

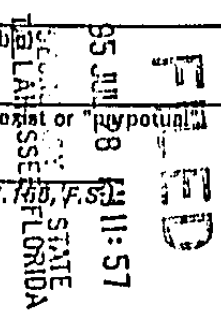
8. To engage in any act or activity permitted by the laws of Texas for which corporations may be incorporated under the Florida Business Corporation Act. (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: Name: The Prentice-Hall Corporation System, Inc. Office Address: 110 North Magnolia Street Tallahassee, Florida, 32301 (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: Susan M. Prevost (Registered agent's signature) Susan M. Prevost, 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.



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

A. DIRECTORS

Chairman: Charlen Gronman

Address: 16475 Dallas Parkway, Suite 510

Dallas, Texas 75248

Vice Chairman: _____

Address: _____

Director: John A. Weisz

Address: 16475 Dallas Parkway, Suite 510

Dallas, Texas 75248

Director: Frank L. Sullivan, Jr.

Address: 16475 Dallas Parkway, Suite 510

Dallas, Texas 75248

B. OFFICERS

President: John A. Weisz

Address: 16475 Dallas Parkway, Suite 510

Dallas, Texas 75248

Vice President: Stephen J. Furnary

Address: 16475 Dallas Parkway, Suite 510

Dallas, Texas 75248

Secretary: Peter H. Zappulla

Address: 16475 Dallas Parkway, Suite 510


Dallas, Texas 75248

Treasurer: Peter H. Zappulla

Address: 16475 Dallas Parkway, Suite 510

Dallas, Texas 75248

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Peter H. Zappulla, Secretary/Treasurer
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 28 AM 11:57

FILED

ADDENDUM TO
APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

A. Additional Directors:

Stephen J. Furnary
16475 Dallas Parkway,
Suite 510
Dallas, Texas 75248

B. Additional Officers:

Charles Grossman
16475 Dallas Parkway,
Suite 510
Dallas, Texas 75248

Chief Executive Officer

John A. Weisz
16475 Dallas Parkway,
Suite 510
Dallas, Texas 75248

Chief Operating Officer

Frank L. Sullivan, Jr.
16475 Dallas Parkway,
Suite 510
Dallas, Texas 75248

Vice President

Bruce G. Morrison
16475 Dallas Parkway,
Suite 510
Dallas, Texas 75248

Assistant Secretary

Bruce G. Sirof
16475 Dallas Parkway,
Suite 510
Dallas, Texas 75248

Assistant Secretary

Stuart Braunhut
16475 Dallas Parkway,
Suite 510
Dallas, Texas 75248

Assistant Secretary

95 JUL 28 AM 11: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

INSTITUTIONAL RETAIL MANAGEMENT, INC.
FORMERLY: JONES LANG WOOTTEN RETAIL MANAGEMENT, INC.

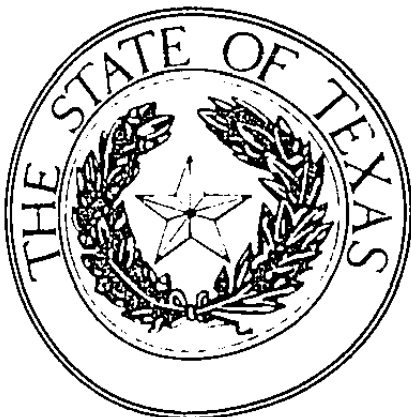
were filed in this office and a certificate of incorporation was issued on
OCTOBER 31, 1990;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 28 AM 11:57

FILED



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on July 31, 1995.*

Antonio O. Garza, Jr.
Secretary of State

DEM

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0101 FAX

800-342-8086

F95000003729

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

RECEIVED
AUG 23 1995
PH 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 66749286901D
AUTHORIZATION : *Patricia [unclear]*
COST LIMIT : \$ 87.50

ORDER DATE : August 23, 1995
ORDER TIME : 10:33 AM
ORDER NO. : 667492
CUSTOMER NO: 86901D

Name Change

000001567350

Amend

CUSTOMER: Ms. Devi Gooljar
Prentice Hall Legal &
375 Hudson Street
New York, NY 10014

DOMESTIC AMENDMENT FILING

NAME: INSTITUTIONAL RETAIL
MANAGEMENT, INC.

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: _____

8/23/95
ADH
ADH
ADH

FILED
95 AUG 23 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMEND-
MENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA
(s. 607.1604, F.S.)

FILED
95 AUG 23 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Institutional Retail Management, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Incorporated under laws of: Texas
3. Date authorized to do business in Florida: July 28, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

August 1, 1995

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Institutional Realty Management, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Peter H. Zappulla
Signature

Peter H. Zappulla

Typed or printed name

August 17, 1995

Date

Secretary/Treasurer

Title



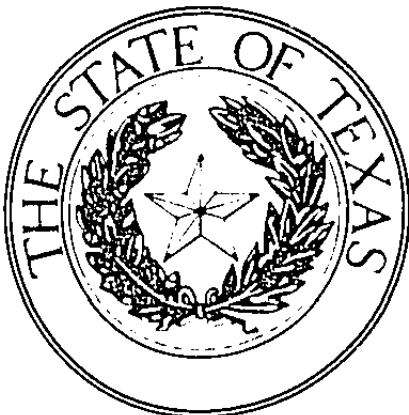
The State of Texas
SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

**INSTITUTIONAL REALTY MANAGEMENT, INC.
FORMERLY: INSITTUTIONAL RETAIL MANAGEMENT, INC.**

ARTICLES OF AMENDMENT

AUGUST 1, 1995



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on August 18, 1995.

Antonio O. Garza, Jr.
Secretary of State

PH

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
INSTITUTIONAL RETAIL MANAGEMENT, INC.**

FILED
In the Office of the
Secretary of State of Texas
AUG - 1 1995

Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, Institutional Retail Management, Inc. (the "Corporation") hereby adopts the following Articles of Amendment to its Articles of Incorporation, amending Article I of its Articles of Incorporation.

ARTICLE I

The name of the corporation is INSTITUTIONAL RETAIL MANAGEMENT, INC.

ARTICLE II

The Articles of Incorporation are hereby amended by amending Article One, which now shall state:

"ARTICLE ONE

The name of the Corporation is INSTITUTIONAL REALTY MANAGEMENT, INC."

ARTICLE III

The amendment was adopted by the shareholders of the Corporation on July 28, 1995. The number of shares of common stock outstanding at the time of the adoption of these Articles of Amendment and entitled to vote thereon was 1,000.

ARTICLE IV

The holders of all the issued and outstanding shares of the Corporation entitled to vote on the foregoing amendment executed a written consent pursuant to Article 9.10 of the Texas Business Corporation Act approving and adopting such amendment. Any written notice required by such Article 9.10 was given.

ARTICLE V

The amendment does not provide for an exchange, reclassification or cancellation of issued shares of the Corporation.

ARTICLE VI

The amendment does not effect a change in the amount of stated capital of the Corporation.

EXECUTED this 28th day of July, 1995.

INSTITUTIONAL RETAIL MANAGEMENT, INC.

By: John A. Weisz
John A. Weisz, President and Chief
Operating Officer

1201 HAYS STREET
TALLAHASSEE, FL 32310
904 22-0777
904 22-0393 FAX

F9500003729



RECEIVED
96 JAN -8 AM 11:10
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 791603 4001730
AUTHORIZATION : Patricia Pizulo
COST LIMIT : \$ 35.00

ORDER DATE : January 8, 1996
ORDER TIME : 10:15 AM
ORDER NO. : 791603
CUSTOMER NO: 4001730

500001681385

CUSTOMER: Carol A. Goodman, Legal Asst
Robinson, Silverman, Pearce,
1290 Avenue Of The Americas
New York, NY 10104

FOREIGN FILINGS

NAME: INSTITUTIONAL REALTY
MANAGEMENT, INC.

XXX PROFIT
 NON-PROFIT

XXX CORPORATE
 LIMITED PARTNER

XXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: HARRY DAVIS

96 JAN -8 PM 1:33
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME
Change
1/8/96 [Signature]

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(s. 607.1504, F.S.)

FILED
95 JAN -8 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Institutional Realty Management, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Incorporated under laws of: Texas
3. Date authorized to do business in Florida: July 28, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

December 13, 1995

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Institutional Retail Management, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

John A. Weisz
Signature

John A. Weisz

Typed or printed name

December 15, 1995
Date

President

Title



The State of Texas

SECRETARY OF STATE


I, **ANTONIO O. GARZA, JR.**, Secretary of the State of Texas, DO HEREBY CERTIFY that according to the records of this office **INSTITUTIONAL RETAIL MANAGEMENT, INC.**, Articles of Incorporation were filed in this office and a certificate of incorporation was issued on **OCTOBER 31, 1990** under its initial name of **SHOPPING CENTER MANAGEMENT ASSOCIATES, INC.** as set forth in that instrument.

IT IS FURTHER CERTIFIED that according to the records of this office Articles of Amendment were filed in this office on **APRIL 11, 1981**, changing the corporate name from **SHOPPING CENTER MANAGEMENT ASSOCIATES, INC.** to **JLWRA MANAGEMENT, INC.**

IT IS FURTHER CERTIFIED that according to the records of this office Articles of Amendment were filed in this office on **JANUARY 28, 1993**, changing the corporate name from **JLWRA MANAGEMENT, INC.** to **JONES LANG WOOLTON RETAIL MANGEMENT, INC.**



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on January 4, 1996.



Antonio O. Garza, Jr.
Secretary of State

MAC



The State of Texas

SECRETARY OF STATE

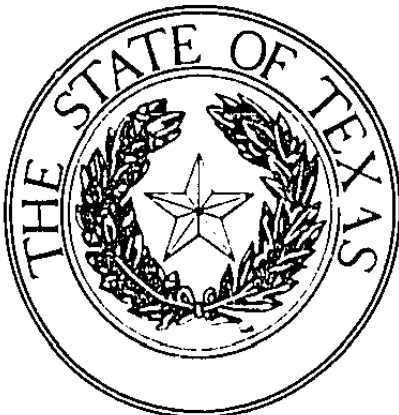
Continued From Page One

IT IS FURTHER CERTIFIED that according to the records of this office Articles of Amendment were filed in this office on **JUNE 29, 1995**, changing the corporate name from **JONES LANG WOOTTON RETAIL MANAGEMENT, INC.** to **INSTITUTIONAL RETAIL MANAGEMENT, INC.**


IT IS FURTHER CERTIFIED that according to the records of this office Articles of Amendment were filed in this office on **AUGUST 01, 1995**, changing the corporate name from **INSTITUTIONAL RETAIL MANAGEMENT, INC.** to **INSTITUTIONAL REALTY MANAGEMENT, INC.**

IT IS FURTHER CERTIFIED that according to the records of this office Articles of Amendment were filed in this office on **DECEMBER 13, 1995**, changing the corporate name from **INSTITUTIONAL REALTY MANAGEMENT, INC.** to **INSTITUTIONAL RETAIL MANAGEMENT, INC.**

IT IS FURTHER CERTIFIED that no certificate of dissolution has been filed and the corporation is still in existence.



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on January 4, 1996.


Antonio O. Garza, Jr.
Secretary of State

MAC



F95000003729

FILED
97 MAR 13 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 291696 4801730
AUTHORIZATION : *Patricia Pyzdek*
COST LIMIT : \$ 35.00

ORDER DATE : March 12, 1997
ORDER TIME : 9:30 AM
ORDER NO. : 291696-005
CUSTOMER NO: 4801730

CUSTOMER: Carol A. Goodman, Legal Asst
Robinson, Silverman, Pearce,
1290 Avenue Of The Americas
New York, NY 10104

00000021 128053 -- 3

FOREIGN FILINGS

NAME: INSTITUTIONAL RETAIL
MANAGEMENT, INC.

PROFIT
 NON-PROFIT

CORPORATE
 LIMITED PARTNERSHIP

RECEIVED
97 MAR 13 AM 10:42
DIVISION OF CORPORATION

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna M. Joseph/RWW

*Withdrawal
De 3/13/97*

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA

Institutional Retail Management, Inc.

(Name of Corporation)

Texas

(Incorporated Under Laws Of)

FILED
91 MAR 13 PM 3:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o Jones Lang Wootton Realty Advisors
335 Madison Avenue
7th Floor

(Mailing Address)

New York, New York 10017

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

Secretary

Title

Peter H. Zappulla

Typed or printed name

3/3/97

Date