



1204 HAYS STREET

CHICAGO, ILL 60602

312-237-0391

312-237-0391

800-342-8086

95 DEC 12 PM 12:26

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 763208 7082A

AUTHORIZATION : Patricia Pyjunt

COST LIMIT : \$ 70.00

ORDER DATE : December 12, 1995

ORDER TIME : 11:24 AM

ORDER NO. : 763208

700001660107

CUSTOMER NO: 7082A

CUSTOMER: Tara M. Anderson
Neal Gerber & Eisenberg
Two North LaSalle Street
Suite 2200
Chicago, IL 60602

FOREIGN FILINGS

NAME: GGP-PEMBROKE LAKES, INC..

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint D. Fuhrman

8/12/12
95 DEC 12 PM 1:17
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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. GGP-Pembroke Lakes, Inc.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Delaware

(State or country under the law of which it is incorporated)

3. 12/4/95

(Date of Incorporation)

4. Perpetual

(Duration)

5. Applied for

(Federal Employer Identification number, if applicable)

6. upon qualification

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 55 W. Monroe St., 31st Floor, Chicago, Illinois 60603

(Current mailing address)

8. To engage in any and all lawful businesses

(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: See Attachment A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 12 PM 1:17

B. Officers:

President: See Attachment A

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

95 DEC 12 PM 1:17
SECRETARY OF STATE
DIVISION OF CORPORATIONS

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street
Tallahassee

Florida

32301

Zip Code

11. 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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

Registered agent's signature: _____

Michael Donlon

(Officer)

Michael Donlon Asst. Secretary

(Type Name and Title of Officer)

12. 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

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. _____

Bernard Freibaud

Vice President

(Name and capacity of person signing application)

**ATTACHMENT A
TO
APPLICATION FOR CERTIFICATE
OF AUTHORITY FOR
GGP-PENDROKE LAKES, INC.**

9. A. The names and respective addresses of its directors are:

NAME	ADDRESS
Bernard Freibaum	55 W. Monroe 31st Flr. Chgo., IL 60603
John Bucksbaum	55 W. Monroe 31st Flr. Chgo., IL 60603
Robert A. Michaels	55 W. Monroe 31st Flr. Chgo., IL 60603

**F.A.O. STATE
SECRETARY OF CORPORATIONS
95 DEC 12 PM 1:17**

9. B. The names and respective addresses of its officers are:

NAME	OFFICE	ADDRESS
Robert A. Michaels	President	55 W. Monroe 31st Flr. Chgo., IL 60603
Bernard Freibaum	Vice President and Treasurer	55 W. Monroe 31st Flr. Chgo., IL 60603
Joel Bayer	Vice President and Assistant Secretary	55 W. Monroe 31st Flr. Chgo., IL 60603
John Bucksbaum	Vice President	55 W. Monroe 31st Flr. Chgo., IL 60603
Marshall E. Eisenberg	Secretary	2 N. LaSalle Suite 2100 Chgo., IL 60602
Thomas E. Keim, Jr.	Assistant Secretary	2 N. LaSalle Suite 2100 Chgo., IL 60602

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GGP-PEMBROKE LAKES, 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 DECEMBER, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95DEC 12 PM 1:17



Edward J. Freel

Edward J. Freel, Secretary of State

2567704 8300

950288736

AUTHENTICATION: 7743731

DATE: 12-11-95