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December 27, 1995

BY FEDERAL EXPRESS

Secretary of State
Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

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Ladies and Gentlemen:

I have enclosed one original and one copy of the application by Street Retail, Inc., a foreign corporation, for authorization to transact business in Florida. I also have enclosed (a) an original certificate of good standing of Street Retail, Inc. from the Secretary of State of the State of Maryland, the state of incorporation of Street Retail, Inc., and (b) two checks, each in the amount of \$35 and each made payable to the Florida Department of State for the filing and registered agent designation fees.

Please note that Prentice Hall has reserved the Street Retail, Inc. name for our use in Florida. As you also will note, Prentice Hall is our designated registered agent.

Please call me at (301) 961-9266 if you have any questions or require further information. Please forward the letter of acknowledgment of qualification to my attention at the above referenced address.

Sincerely,

J. Lynn Taylor
J. Lynn Taylor

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 29 AM 8:32

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Street Retail, 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. Maryland 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 19, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 15, 1996 (approximately)
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 4800 Hampden Lane, Suite 500
Bethesda, Maryland 20814
(Current mailing address)

8. Acquisition of buildings in the urban and suburban areas
(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: 1201 Hays Street, Suite 105

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.

The Prentice-Hall Corporation System, Inc.

By: Sheila R. Hawkins
(Registered agent's signature)

Sheila R. Hawkins, Assistant Secretary

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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Steven J. Guttman

Address: 4800 Hampden Lane, Suite 500

Bethesda, Maryland 20814

Vice Chairman: Hal A. Vasvari

Address: 4800 Hampden Lane, Suite 500

Bethesda, Maryland 20814

Director: Mary Jane Morrow

Address: 4800 Hampden Lane, Suite 500

Bethesda, Maryland 20814

Director: _____

Address: _____

B. OFFICERS

President: Steven J. Guttman

Address: 4800 Hampden Lane, Suite 500

Bethesda, Maryland 20814

Vice President: Ron D. Kaplan

Address: 4800 Hampden Lane, Suite 500

Bethesda, Maryland 20814

Secretary: J. Lynn Taylor

Address: 4800 Hampden Lane, Suite 500

Bethesda, Maryland 20814

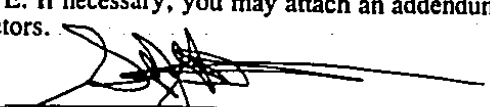
Treasurer: Mary Jane Morrow

Address: 4800 Hampden Lane, Suite 500

Bethesda, Maryland 20814

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.

Steven J. Guttman, President
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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STATE OF MARYLAND

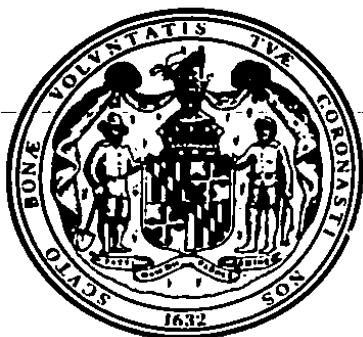
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STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C JAMES OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT STREET RETAIL, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET
MY HAND AND AFFIXED THE SEAL OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF
MARYLAND AT BALTIMORE THIS 21ST DAY OF
DECEMBER, 1995.

Jacqueline C. James
JACQUELINE C JAMES
OFFICE SUPERVISOR I

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 29 AM 8:32



FEDERAL REALTY INVESTMENT TRUST

January 23, 1997

F96000000005

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Florida Profit Corporation Annual Report
Street Retail, Inc.

Dear Sir/Madam:

Please note that Street Retail, Inc. has moved. All future correspondence should be mailed to:

Street Retail, Inc.
c/o Federal Realty Investment Trust
1626 East Jefferson Street
Rockville, Maryland 20852-4041

Thank you for your attention to this matter.

Very truly yours,

Cecily A. Ward

Cecily A. Ward
Vice President - Controller

CAW:sms

*file only
1/29*