F98000001489

Document Number Only

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

400002458044--7
-03/16/98--01064--011
*****70.00 *****70.00

CORPORATION(S) NAME

Corporate Property Investors, Inc.

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(X) Profit
() NonProfit
( ) Limited Liability Company
(X) Foreign

() Limited Partnership
() Reinstatement
( ) Limited Liability Partnership
() Certified Copy

() Call When Ready
● Walk In
() Mail Out

() Amendment
() Dissolution/Withdrawal
() Annual Report
( ) Fict. Filing
() Photo Copies
() Call if Problem
() Will Wait

() Merger
() Mark
() Other
() Change of R.A.
( ) UCC-1 UCC-3
() CUS
() After 4:30
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mtn
3/16

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Thanks, Melanie

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CR2E031 (1-89)

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. Corporate Property Investors, 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. Delaware
(State or country under the law of which it is incorporated)

3. 046268599
(FEI number, if applicable)

4. March 10, 1998
(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 817.156, F.S.))

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7. Three Dag Hammarskjold Plaza, 305 East 47th Street, New York, New York 10017
(Current mailing address)

8. See attached purpose clause
(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

Jonathan R. Giddings
Assistant Secretary
(Type Name and Title of Officer)

(FL - 2189 - 11/16/94)
CT System

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: See attached list of directors

Address: ______

Vice Chairman: See attached list of directors

Address: ______

Director: See attached list of directors

Address: ______

Director: ______

Address: ______

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B. OFFICERS

President: See attached list of officers

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

14. William J. Lyons, Secretary
(Typed or printed name and capacity of person signing application)

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(FLA. 2189)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

Purpose Clause of Corporate Property Investors, Inc.

The purpose of the Corporation shall be to engage in and be in the business of acquiring, holding, managing, operating and disposing of certain real property and other assets.

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Officers

Name	Office(s)	Business Address
Hans C. Mautner	Chairman and Chief Executive Officer	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
Mark S. Ticotin	President and Chief Operating Officer	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
G. Martin Fell	Senior Vice President	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
Michael L. Johnson	Senior Vice President and Chief Financial Officer	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
J. Michael Maloney	Senior Vice President	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
William Bintzer	Vice President	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
Daniel J. Cohen	Vice President and Controller	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
Jane Fortenberry	Vice President	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
William J. Lyons	Vice President, Secretary and Assistant General Counsel	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
David L. Mack	Vice President	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
James O'Brien	Vice President	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
Harold E. Rolfe	Vice President and General Counsel	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
James M. Selonick	Vice President	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017

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Bruce S. Tobin	Vice President	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
Lois Weiss	Vice President and Associate General Counsel	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
Thomas E. Zacharias	Vice President	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
Robert Lowenfish	Treasurer	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
Jeanne LeMon	Assistant Controller	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
Patricia Vitelli	Assistant Controller and Assistant Vice President	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
Barbara Briamonte	Assistant General Counsel and Assistant Secretary	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
Joseph Greenbaum	Assistant Treasurer	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
Neuman Wood	Assistant Secretary	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
Marlene Laveman	Assistant Secretary and Assistant General Counsel	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017
Joseph Zarrella	Assistant Controller	Three Dag Hammarskjold Plaza 305 East 47th Street New York, NY 10017

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Directors

Name	Business Address
David P. Feldman	3 Tall Oaks Drive Warren, New Jersey 07059
Damon Mezzacappa	Lazard Frères & Co. LLC 30 Rockefeller Plaza New York, New York 10020
Daniel Rose	Rose Associates 200 Madison Avenue, 5th Floor New York, New York 10016
Jan H. W. R. van der Vlist	PGGM Pensioenfonds Kroostweg-Noord 149, Postbus 117 3700 AC Zeist The Netherlands
Abdlatif Y. Al-Hamad	Arab Fund for Economic & Social Development P.O. Box 21923 Safat 13080 Kuwait
Robert E. Angelica	AT&T Investment Managment Corp. One Oak Way, Room 4EA138 Berkeley Heights, New Jersey 07922
Gilbert Butler	Butler Capital Corporation 767 Fifth Avenue, 6th Floor New York, New York 10153
Hans C. Mautner	Corporate Property Investors 305 East 47th Street New York, New York 10017
Saleh F. Alzouman	Fosterlane Management Corporation 400 Northcreek, Suite 700 3715 Northside Parkway Atlanta, Georgia 30327
Andrea Geisser	Fenway Partners, Inc. 152 West 57th Street New York, New York 10019
S. Lawrence Prendergast	AT&T Investment Management Corp. One Oak Way, Room 4EA139 Berkeley Heights, New Jersey 07922
Dirk van den Bos	PGGM Pensioenfonds Kroostweg-Noord 149, Postbus 117 3700 AC Zeist The Netherlands

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State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CORPORATE PROPERTY INVESTORS, 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 MARCH, A.D. 1998.

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 8964324

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DATE: 03-11-98