

F98000002572



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 799039 4373528

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 70.00

ORDER DATE : April 28, 1998

ORDER TIME : 11:25 AM

ORDER NO. : 799039-020

CUSTOMER NO: 4373528

CUSTOMER: Ms. Roddie Brunstrom
The Rouse Corporation
10275 Patuxent Pkwy.
(legal Division)
Columbia, MD 21044

600002513566--0

FOREIGN FILINGS

NAME: ROUSE PROPERTY MANAGEMENT,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynette Coleman

9/5/6
98 MAY -6 PM12:47
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY -6 PM12:07
RECEIVED
DIVISION OF CORPORATION

**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. ROUSE PROPERTY 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. MARYLAND 3. 52-2067971
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. NOVEMBER 12, 1997 5. Perpetual
(Date of Incorporation) (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 817.155, F.S.)

7. c/o Office of the General Counsel, The Rouse Company

10275 Little Patuxent Parkway, Columbia, MD 21044

(Current mailing address)

8. To manage shopping malls in Florida
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Hays 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.

Carol K. Osler
(Registered agent's signature)

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 PM 12:47

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 PM 12:47

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

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

14. DAVID R. SCHWIESOW, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

Rouse Property Management, Inc. (427)

Address for All: c/o Office of the General Counsel
The Rouse Company
10275 Little Patuxent Parkway
Columbia, MD 21044

Directors

Jeffrey H. Donahue
Paul I. Latta, Jr.
Douglas A. McGregor

Officers

Anthony W. Deering
Douglas A. McGregor
Duke S. Kassolis
Paul I. Latta, Jr.
Robert D. Riedy
Jerome D. Smalley
Jeffrey H. Donahue
Bruce I. Rothschild
Anthony Mifsud
Peter J. Gruber
John G. McLaughlin
Perry C. Page
Ronald C. Wickwire
F. Scott Ball
Rita G. Brandin
Paul C. Fickinger
John A. Johnson
Joseph E. Ochs
Edward J. Vasconcellos Jr.
Anthony F. Albanese
Laurin B. Askew, Jr.
William D. Boden
Laurence A. Brocato
Gerald E. Brock
Michael J. Bryant
Robert M. Byrne
Jody L. Clark
David C. Creighton
Patricia H. Dayton
Philip T. Duffy
Holly G. Edington
Thomas M. Fitzpatrick
Anthony T. Hawkins
W. Wallace Lanahan, III
Kenneth M. Marty
Michael L. Podracky
Mark W. Polivka
John R. Ragland

Title

[illegible]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY - 6 PM 12:47

R. Edwards Taylor	Vice-President
Marlene F. Weinberg	Vice-President
Karen C. Weir	Vice-President
Gary M. Rivers	Vice-President & Controller
John J. Szymanski	Vice-President & Assistant Controller
Randall W. Bartholomew	Group Financial Director
Derward A. Brooks	Group Financial Director
Stephen M. Levin	Group Financial Director
Deborah A. Maskell	Group Financial Director
Kathleen E. Barry	Vice-President & Associate General Counsel & Assistant Secretary
Richard E. Galen	Vice-President & Associate General Counsel & Assistant Secretary
Gordon H. Glenn	Vice-President & Associate General Counsel & Assistant Secretary
James D. Lano	Vice-President & Associate General Counsel & Assistant Secretary
David R. Schwiesow	Vice-President & Associate General Counsel & Assistant Secretary
John W. Steele, III	Vice-President & Associate General Counsel & Assistant Secretary
Nancy E. Everett	Assistant Secretary
Vicki B. Finkelstein	Assistant Secretary
Denise E. Jackson	Assistant Secretary
E. Bernard Justis	Assistant Secretary
Gabrielle Koepfel	Assistant Secretary
Arianne Hale Monroe	Assistant Secretary
M. Lucinda Motsko	Assistant Secretary
Jeffrey C. Palkovitz	Assistant Secretary
Donna M. Sills	Assistant Secretary
Beverly J. White	Assistant Secretary
Gregory E. Zimmerman	Assistant Secretary

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 MAY -6 PM12:47

STATE OF MARYLAND

633462

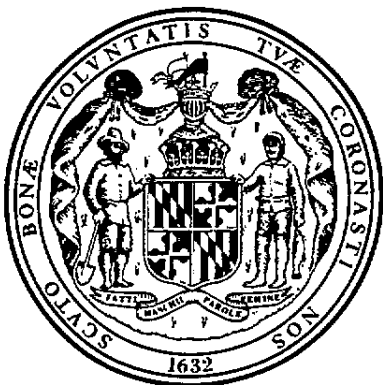
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, NANCY GRUENINGER 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 ROUSE PROPERTY MANAGEMENT, 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY - 6 PM 12:47



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 30TH DAY OF APRIL, 1998.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER