



F980000003612

ACCOUNT NO. : 072100000032

REFERENCE : 861304 4373528

AUTHORIZATION : Patricia Pigut

COST LIMIT : \$ 70.00

ORDER DATE : June 18, 1998

ORDER TIME : 1:43 PM

ORDER NO. : 861304-005

CUSTOMER NO: 4373528

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

100002571581--3

FOREIGN FILINGS

NAME: ROUSE PROPERTIES, 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: Jeanine Reynolds

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DIVISION OF CORPORATIONS
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DIVISION OF CORPORATION

mtw
6/24

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 Properties, 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
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. January 9, 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 817.155, F.S.))
7. c/o Office of the General Counsel, The Rouse Company
10275 Little Patuxent Parkway, Columbia, MD 21044
(Current mailing address)
To provide development, leasing and other services with respect to projects in Florida
8. (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.


(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.

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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: _____

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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 PROPERTIES, INC.

RIDER #12 - DIRECTORS AND OFFICERS

Address for All:

c/o The Rouse Company
10275 Little Patuxent Parkway
Columbia, MD 21044

A. DIRECTORS:

Jeffrey H. Donahue
Douglas A. McGregor
Alton J. Scavo

B. OFFICERS:

Anthony W. Deering	:	Chairman of the Board President Chief Executive Officer
Douglas A. McGregor	:	Executive Vice-President
Duke S. Kassolis	:	Senior Vice-President
Alton J. Scavo	:	Senior Vice-President
Jerome D. Smalley	:	Senior Vice-President
Jeffrey H. Donahue	:	Senior Vice-President Chief Financial Officer
George L. Yungmann	:	Senior Vice-President Controller
Bruce I. Rothschild	:	Vice-President General Counsel Secretary
Patricia H. Dayton	:	Vice-President Treasurer
William D. Boden	:	Vice-President
Gerald E. Brock	:	Vice-President
Jody L. Clark	:	Vice-President
Holly G. Edington	:	Vice-President
Edward A. Ely	:	Vice-President
David E. Forester	:	Vice-President
Jack R. Greenberg	:	Vice-President
Monty C. Leonard	:	Vice-President
Melanie M. Lundquist	:	Vice-President
Kenneth M. Marty	:	Vice-President
Joseph H. Necker, Jr.	:	Vice-President
Hugh A. Oesterreicher	:	Vice-President

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John R. Ragland	:	Vice-President
John J. Szymanski	:	Vice-President
Thomas S. Brudzinski	:	Vice-President Design Director
D. Dennis Dunn	:	Senior Design Manager
Robert A. Jenkins	:	Senior Project Manager
George H. Hayne, III	:	Senior Project Manager
Gregory R. Klar	:	Assistant Director, Engineering
Albert F. Edwards	:	Director, Environmental Compliance and Assistant Director, Engineering
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
Wayne A. Christmann	:	Property Manager
Ann M. Esposito	:	Property Manager

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 SECRETARY OF STATE
 DIVISION OF RECORDS AND ADMINISTRATION
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STATE OF MARYLAND

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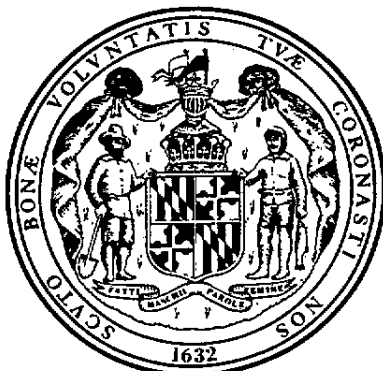
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, 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 PROPERTIES, 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.

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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 23RD DAY OF JUNE, 1998.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER