



The Inland Group, Inc.  
2901 Butterfield Road  
Oak Brook, Illinois 60523  
630-218-8000

F98000006597

December 1, 1998

**VIA: FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL32399

RE: Inland Retail Real Estate Trust, Inc. - FEIN 36-4246656

Dear Sir or Madam:

Enclosed please find an executed Application by Foreign Corporation for Authorization to Transact Business in Florida, in duplicate, for the subject corporation. Also enclosed, is our check in the amount of \$70.00 covering all necessary filing fees.

Please direct any questions regarding the enclosed to the direction of the undersigned at 630-218-8000, extension 4747. Upon acceptance of this form, please also forward such notification to the undersigned as well.

Sincerely,

THE INLAND GROUP, INC.

  
Ann Golden  
Paralegal

300002702523--5  
-12/03/98-01107-005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# 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. Inland Retail Real Estate Trust, 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. 36-4246656

(FEI number, if applicable)

4. September 3, 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.))

7. 4812 South Tamiami Trail, Sarasota, Florida 34231

(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)

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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

Anne Ediamond  
(Registered agent's signature) (Officer)

ASST SECRETARY

(Type Name and Title of Officer)

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

**Purpose Clause of  
Inland Retail Real Estate Trust, Inc.**

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The purposes for which the Company is formed are to engage in any lawful act or activity (including, without limitation or obligation, qualifying as a real estate investment trust (a "REIT") under Sections 856 through 860, or any successor sections, of the Internal Revenue Code of 1986, as amended (the "Code")), for which corporations may be organized under the general laws of the State of Maryland as now or hereafter in force and permitted under the Illinois Business Corporation Act of 1983, as amended.

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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: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: Barry L. Lazarus

Address: 1435 Tamarack Way  
Alpharetta, Georgia 30005

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: Samuel A. Orticelli

Address: 5623 Fairview Avenue  
Downers Grove, Illinois 60516

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

**Directors of  
Inland Retail Real Estate Trust, Inc.**

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1. Robert D. Parks  
3701 Madison Street  
Oak Brook, Illinois 60523
2. Barry L. Lazarus  
1435 Tamarack Way  
Alpharetta, Georgia 30005
3. Daniel K. Deighan  
14 Emarita Way  
Stuart, Florida 34996

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Treasurer: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

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

13. Samuel A. Orticelli Secretary  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. Samuel A. Orticelli, Secretary  
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

# STATE OF MARYLAND

683520

## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

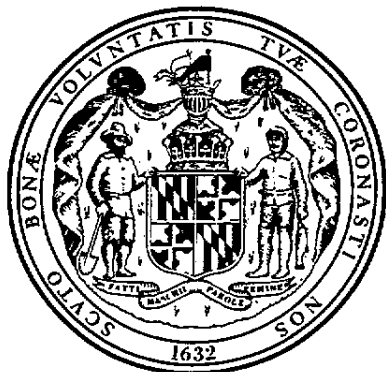
301 West Preston Street Baltimore, Maryland 21201

I, RITA WINSTON 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 THE RIGHT OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ACCORDING TO THE RECORDS OF THIS DEPARTMENT INLAND RETAIL REAL ESTATE TRUST, INC. FILED ARTICLES OF INCORPORATION WHICH WERE RECEIVED AND APPROVED FOR RECORD BY THIS DEPARTMENT ON SEPTEMBER 3, 1998.

I FURTHER CERTIFY THAT INLAND RETAIL REAL ESTATE TRUST, INC. IS IN GOOD STANDING WITH THIS DEPARTMENT AT THE TIME OF THIS CERTIFICATE.

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ILLINOIS  
STATE  
LORDA



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 24TH DAY OF NOVEMBER, 1998.

*Rita Winston*  
RITA WINSTON  
CHARTER DIVISION