F98000006839

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 065992 4303929

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 122.50

ORDER DATE : December 15, 1998

ORDER TIME : 5:24 PM

ORDER NO. : 065992-075

CUSTOMER NO: 4303929

700002714037--8

CUSTOMER: Ms. Rosa Wong
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

VL 12/17

FOREIGN FILINGS

NAME: SREG CYPRESS CREEK, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX(3) CERTIFIED COPY
_____ PLAIN STAMPED COPY
XX(3) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

RECEIVED
98 DEC 17 AM 8:50
DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

In compliance with §607.1503, FLORIDA STATUTES, the following is submitted to Register a FOREIGN CORPORATION TO TRANSACT BUSINESS in the State of Florida:

1. SREG CYPRESS CREEK, INC.
(Name of Corporation adding the word "INCORPORATED", "COMPANY" OR "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 is incorporated)

3. ____________
(F.E.I Number, if applicable)

4. August 27, 1998
(Date of Incorporation)

5. Perpetual
(Duration: Year corporation will cease to exist or "Perpetual)

6. Date of qualification in Florida
(Date first transacted business in Florida. (See §607.1501, 607.1502, and §817.155 F.S.)

7. 200 South Park Road - #200, Hollywood, Florida 33021
(Current Mailing Address; please include city, state & zip code)

8. Any lawful business
(Purpose(s) of corporation authorized in home State or Country to be carried out in the State of Florida.)

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9. NAME AND STREET ADDRESS OF FLORIDA REGISTERED AGENT:

Name: Theodore R. Stotzer

Office Address: 200 S. Park Road, #200

Hollywood, Florida 33021

10. REGISTERED AGENT'S ACCEPTANCE: Having been named as the 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.

[signature] (Signature)
Theodore R. Stotzer - Registered Agent

Date: December 11, 1998

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of the state or country in which it is incorporated.

12. NAME OF DIRECTORS and OFFICERS:

A. DIRECTORS:

Director: Michael J. Swerdlow

Address: 200 South Park Road - #200

Hollywood, Florida 33021

B. OFFICERS:

Chairman/
Chief Executive Officer
Address: 200 South Park Road - #200, Hollywood, Florida 33021

Michael J. Swerdlow

President/
Chief Operating Officer: Frank Zohn
Address: 200 South Park Road - #200, Hollywood, Florida 33021

Senior Vice President
General Counsel/Secretary: Theodore R. Stotzer
Address: 200 South Park Road - #200, Hollywood, Florida 33021

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Executive Vice President-
Office/Industrial
Development: Sidney Atzmon
Address: 200 South Park Road - #200, Hollywood, Florida 33021

Executive Vice President-
Corporate Development: Brett Dill
Address: 200 South Park Road - #200, Hollywood, Florida 33021

Executive Vice President-
Retail Development: Roger LeBlanc
Address: 200 South Park Road - #200, Hollywood, Florida 33021

Senior Vice President-
Commercial Development: Robert Banks
Address: 200 South Park Road - #200, Hollywood, Florida 33021

Senior Vice President/
Chief Financial Officer/
Treasurer: H. Russell Holland, III
Address: 200 South Park Road - #200, Hollywood, Florida 33021

Vice President- Development Address:	Richard Bassell 200 South Park Road - #200, Hollywood, Florida 33021
Vice President- Mall Construction Address:	Mark Bethel 200 South Park Road - #200, Hollywood, Florida 33021
Vice President- Finance Address:	Vince Bonner 200 South Park Road - #200, Hollywood, Florida 33021
Vice President- Mall Management Address:	Daniel Cetina 200 South Park Road - #200, Hollywood, Florida 33021
Vice President- Retail Development Address:	Larry Golinsky 200 South Park Road - #200, Hollywood, Florida 33021
Vice President- Finance Address:	Marie Iammatteo 200 South Park Road - #200, Hollywood, Florida 33021
Vice President- Asset Management Address:	Jim McCulla 200 South Park Road - #200, Hollywood, Florida 33021
Vice President- Mall Leasing Address:	Victor Suvall 200 South Park Road - #200, Hollywood, Florida 33021
Vice President- Construction Address:	Ted Talbot 200 South Park Road - #200, Hollywood, Florida 33021
Vice President- Corporate Controller Address:	Joaquin Vendrell 200 South Park Road - #200, Hollywood, Florida 33021

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TALLAHASSEE FLORIDA

13. ______________________ Date: December 11, 1998
(Signature of officer listed in #12)

14. Michael J. Swerdlow, President
(Print or type name and office of person signing this application)

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TALLAHASSEE FLORIDA

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SREG CYPRESS CREEK, 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 FIFTEENTH DAY OF DECEMBER, A.D. 1998.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel

Edward J. Freel, Secretary of State

2938712 8300

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AUTHENTICATION: 9463566

DATE: 12-15-98