



F99000000211

ACCOUNT NO. : 072100000032

REFERENCE : 094275 4808757

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pigute

ORDER DATE : January 11, 1999

ORDER TIME : 12:32 PM

ORDER NO. : 094275-005

400002738354--2

CUSTOMER NO: 4808757

CUSTOMER: Ms. Rhodena Brunstrom
The Rouse Company
Office Of The General Counsel
10275 Little Patuxent Parkway
Columbia, MD 21044

FOREIGN FILINGS

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JAN 12 PM 1:43

DIVISION OF CORPORATION

NAME: THE HOWARD RESEARCH AND
DEVELOPMENT CORPORATION

~~XXXX~~ QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

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TALLAHASSEE, FLORIDA

99 JAN 12 PM 3:25

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JAN 12 1999

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. The Howard Research And Development Corporation
(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. 52-2067970
(FEI number, if applicable)
4. November 12, 1997
(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 The Rouse Company, 10275 Little Patuxent Parkway
Columbia, MD 21044
(Current mailing address)
See Attachment
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.

Corporation Service Company

By: Freddy H. Collins
(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.

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: _____

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

13. David R. 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)

09 JUN 12 PM 3:25
STATE
PALM BEACH, FLORIDA

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ATTACHMENT A

THE HOWARD RESEARCH AND DEVELOPMENT CORPORATION

Purpose

To engage in and carry on the business of investment in, and development of, real estate and related projects, either individually or as a partner or joint venturer with other individuals, partnerships or corporations and in this connection to purchase, lease or otherwise acquire, plan, subdivide, develop, construct, own, maintain, manage, and operate real estate and improvements thereon of every kind and description.

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SECRET
TALLAHASSEE, FLORIDA

OFFICERS & DIRECTORSThe Howard Research And Development CorporationDirectors

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

OfficersTitle

| | |
|------------------------|--|
| Anthony W. Deering | Chairman of the Board, President & Chief Executive Officer |
| Douglas A. McGregor | Vice Chairman & Chief Operating Officer |
| Jeffrey H. Donahue | Executive Vice-President & Chief Financial Officer |
| Jerome D. Smalley | Executive Vice-President |
| Duke S. Kassolis | Senior Vice-President |
| Alton J. Scavo | Senior Vice-President |
| George L. Yungmann | Senior Vice-President & Controller |
| Bruce I. Rothschild | Vice-President, General Counsel & Secretary |
| Patricia H. Dayton | Vice-President & Treasurer |
| 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 |
| Janice A. Fuchs | Vice-President |
| Jack R. Greenberg | Vice-President |
| Elizabeth A. Hullinger | 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 |
| John R. Ragland | Vice-President |
| Thomas S. Brudzinski | Vice-President, Design Director |
| D. Dennis Dunn | Senior Design Manager |
| George H. Hayne III | Senior Project Manager |
| Robert A. Jenkins | 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 |

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SEAL
TALLAHASSEE, FLORIDA

OFFICERS & DIRECTORS

| | |
|----------------------|---------------------|
| Jeffrey C. Palkovitz | Assistant Secretary |
| Donna M. Sills | Assistant Secretary |
| Cynthia L. Stewart | Assistant Secretary |
| Beverly J. White | Assistant Secretary |
| Gregory E. Zimmerman | Assistant Secretary |

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TALLAHASSEE, FLORIDA

STATE OF MARYLAND

693724

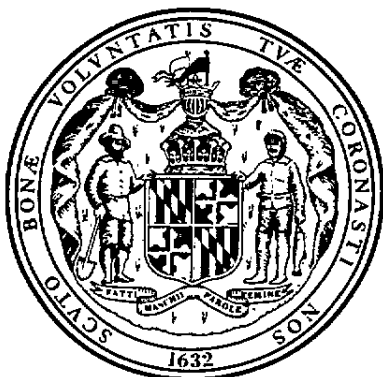
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, BETTY CHASE 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 THE HOWARD RESEARCH AND DEVELOPMENT CORPORATION 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.

59 JAN 12 PM 3:26
TALLMADGE, LINDA



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 7TH DAY OF JANUARY, 1999.

Betty Chase
BETTY CHASE
CHARTER DIVISION