

F99000002630



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 249198 9725B

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 78.75

ORDER DATE : May 21, 1999

ORDER TIME : 1:07 PM

ORDER NO. : 249198-010

200002883332--3

CUSTOMER NO: 9725B

CUSTOMER: Ms. Tiffany N. Del Duca
Roetzel & Andress
Trainon Centre, Third Floor
850 Park Shore Drive
Naples, FL 34103

FOREIGN FILINGS

NAME: NAPLES MALL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 21 PM 4:45

RECEIVED
99 MAY 21 PM 4:00
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:*

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DIVISION OF CORPORATIONS
99 MAY 15 PM 4:45

1. Name of Corporation: Naples Mall, Inc., a Michigan corporation
2. State of Incorporation: Michigan
3. FEI Number: 38-3047757
4. Date of Incorporation: December 28, 1990
5. Duration: Perpetual
6. Date First Transacted Business in Florida: Upon Filing
7. Current Mailing Address: 100 Galleria Offcentre, Suite 219, Southfield, Michigan 48034
8. Purpose(s) of corporation to be carried out in Florida: to own, operate, manage, lease and sell real estate; to enter into contracts for the purchase, sale, management, maintenance, improvement, development, and alteration of real estate, interests therein or improvements thereon, and to own, hold and convey real estate interest therein or improvements thereon; to manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and with goods, wares, furniture, fixtures, merchandise and personal property of every class and description; to enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government; in general, to carry out any lawful purpose whatsoever in connection with the foregoing which is calculated directly or indirectly to promote the interests of the corporation or to enhance the value of its reputation and property; and to do each and everything else suitable or proper for the accomplishment of these purposes or in the attainment of any one or more of the objectives hereinabove enumerated, which at any time shall appear conducive to or expedient for the protection or benefit of the corporation; and to do any and all things herein set forth to the same extent as natural persons might or could do.

9. Name and Street Address of Florida Registered Agent:

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301

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: Deborah M. Skipper as 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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice-Chairman: _____

Address: _____

Director: Arnold Y. Aronoff

Address: 1533 North Woodward Avenue, Suite 340, Bloomfield Hills, MI 48304

Director: _____

Address: _____

B. OFFICERS

President: Daniel J. Aronoff

Address: 679 Hanna, Birmingham, Michigan 48009

Vice-President: Daniel J. Aronoff

Address: 679 Hanna, Birmingham, Michigan 48009

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

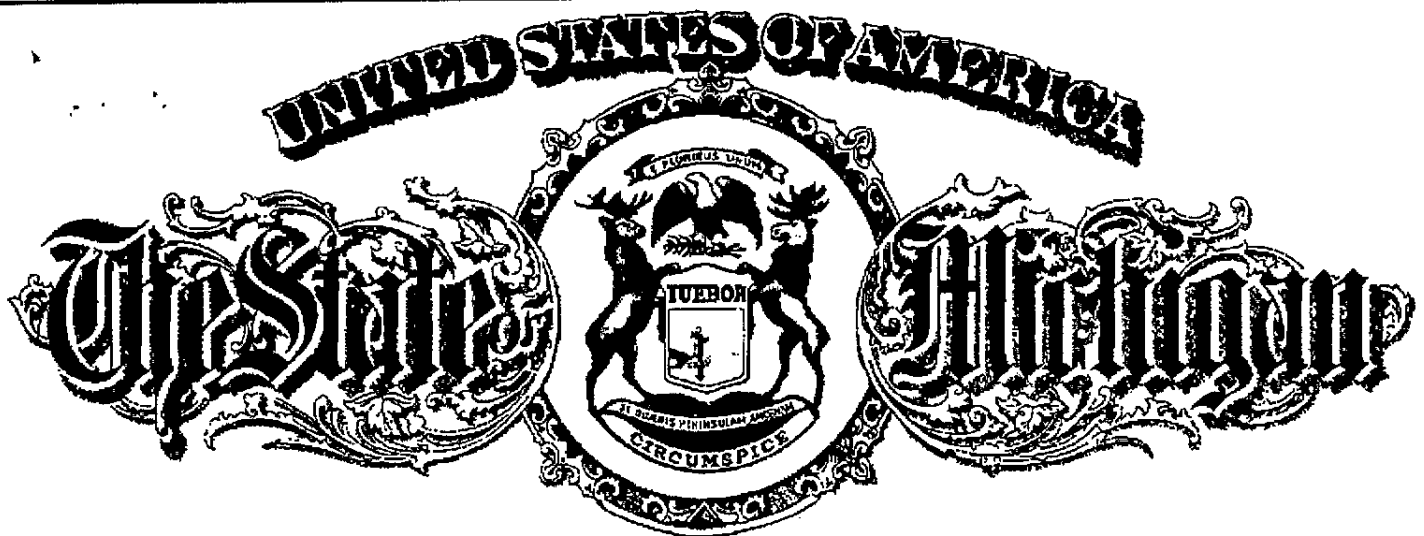
13. _____

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

14. Daniel J. Aronoff, President

(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 21 1 41 PM '99



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

NAPLES MALL, INC.

was validly incorporated on December 28, 1990, as a Michigan profit corporation,
and said corporation is validly in existence under the laws of this State.

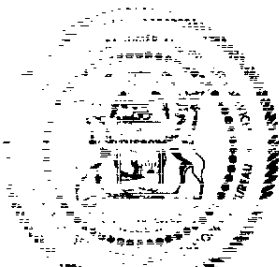
This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.

In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 13th day
of May, 1999.

Julie Croll

, Director

Corporation, Securities and Land Development Bureau



FILED
SECRETARY OF CORPORATIONS
99 MAY 21 PM 4:45