

Division of Corporations

**F99000006683**

## Florida Department of State

Division of Corporations  
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Katherine Harris, Secretary of State

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To:

Division of Corporations  
Fax Number : (850) 922-4003

From:

Account Name : CNL GROUP, INC.  
Account Number : 113615003626  
Phone : (407) 650-1000  
Fax Number : (407) 650-1065

## FOREIGN PROFIT QUALIFICATION

RETAIL REALTY, INC.

Certificate of Status	0
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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. RETAIL REALTY, 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. December 10, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Effective upon acceptance of this application

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 450 S. Orange Avenue

Orlando, FL 32801-3336

(Current mailing address)

8. Please see attached Addendum "A"

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road, Suite 250

Plantation

, Florida, 33324

(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.*

Vicky Goldstein

(Registered agent's signature)  
VICKY GOLDSTEIN

SPECIAL ASSISTANT SECRETARY

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)

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**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

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

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

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

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

Director: Gary M. RalstonAddress: 450 S. Orange Avenue  
Orlando, FL 32801-3336Director: Kevin B. HabichtAddress: 450 S. Orange Avenue  
Orlando, FL 32801-3336**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: Gary M. RalstonAddress: 450 S. Orange Avenue  
Orlando, FL 32801-3336

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

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

Secretary: Kevin B. HabichtAddress: 450 S. Orange Avenue  
Orlando, FL 32801-3336Treasurer: Kevin B. HabichtAddress: 450 S. Orange Avenue  
Orlando, FL 32801-3336

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

13. KL B. Habicht  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Kevin B. Habicht, Secretary  
(Typed or printed name and capacity of person signing application)

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RETAIL REALTY, INC.

ADDENDUM "A"

8. Purposes of corporation

The purpose of the Corporation is to engage in any and all lawful activities permitted under the General Corporation Law, as the same now exists and as hereafter amended.

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**STATE OF MARYLAND**  
**Department of Assessments and Taxation**

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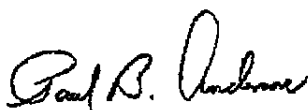
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT RETAIL REALTY, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE 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 MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS DECEMBER 23, 1999.



Paul B. Anderson  
Charter Division



301 West Preston Street, Baltimore, Maryland 21201  
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941 0000475152  
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice  
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