



L0100 0021488

ACCOUNT NO. : 072100000032

REFERENCE : 321276 4373528

AUTHORIZATION :

Patricia Pigatto

COST LIMIT : \$ 155.00

ORDER DATE : December 11, 2001

ORDER TIME : 10:47 AM

ORDER NO. : 321276-015

CUSTOMER NO: 4373528

CUSTOMER: Ms. Roddie Brunstrom
The Rouse Corporation

10275 Patuxent Pkwy.
(legal Division)
Columbia, MD 21044

300004720473--7

DOMESTIC FILING

NAME: GOVERNOR'S SQUARE LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 DEC 12 AM 11:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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01 DEC 12 AM 11:56

APPROVED
AND
FILED

JB
12-12-01

**ARTICLES OF ORGANIZATION
OF
GOVERNOR'S SQUARE, LLC**

The undersigned, acting as the authorized representative, hereby forms Governor's Square, LLC, a limited liability company under the Florida Limited Liability Company Act and adopts the following Articles of Organization for the Company:

**ARTICLE I
Name**

The name of the limited liability company (referred to herein as the "Company") is:

Governor's Square, LLC

**ARTICLE II
Principal Office and Mailing Address**

The initial principal office and mailing address of the Company are: C/O Office of the General Counsel, The Rouse Company, 10275 Little Patuxent Parkway, Columbia, MD 21044.

**ARTICLE III
Initial Registered Agent and Office**

The street address of the initial registered office of the Company is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301-2607.

**ARTICLE IV
Authorized Representative**

The name and address of the authorized representative of the Company executing these Articles of Organization is:

<u>Name</u>	<u>Address</u>
Jeffrey C. Palkovitz	10275 Little Patuxent Parkway Columbia, MD 21044

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ARTICLE V
Management

The Company shall be a manager-managed company.

Dated this 11th day of December, 2001.

By:


Jeffrey C. Palkovitz
Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 12th day of December, 2001.

REGISTERED AGENT:

By:


Lynette Coleman
as its agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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