

M00000002905



ACCOUNT NO. : 072100000032

REFERENCE : 523507 4808757

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 24, 2001

ORDER TIME : 10:15 AM

ORDER NO. : 523507-115

CUSTOMER NO: 4808757

CUSTOMER: Mr. Colin G. Moorhouse
The Rouse Company
Office Of The General Counsel
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

900004742629--2
-12/28/01--01050--010
****125.00 ****125.00

FOREIGN FILINGS

NAME: ROUSE-GOVERNOR'S SQUARE, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: _____

FILED
01 DEC 28 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M01-2905
QR


01 DEC 28 11:23
CERTIFIED COPY

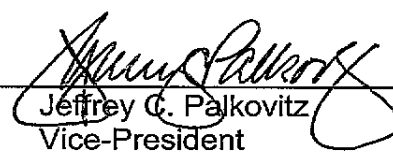
CONSENT TO USE OF NAME

ROUSE-GOVERNOR'S SQUARE, INC. (the "Corporation"), a Maryland corporation, consents to the use of the name Rouse-Governor's Square, LLC.

IN WITNESS WHEREOF, the Corporation has caused this Consent to be executed by its Vice-President and attested by its Assistant Secretary, this 13th day of December, 2001.

ROUSE-GOVERNOR'S SQUARE, INC.


Kathleen E. Barry
Assistant Secretary

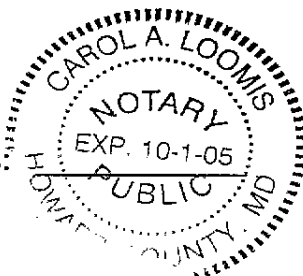
By: 
Jeffrey C. Palkovitz
Vice-President

STATE OF MARYLAND, HOWARD COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 13th day of December, 2001, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared Jeffrey C. Palkovitz, who acknowledged himself to be a Vice President of Rouse-Governor's Square, Inc., and that he as such officer, being authorized so to do, executed the foregoing document on behalf of the said corporation by signing his name as Vice President.

WITNESS my hand and Notarial Seal

My Commission Expires:




Notary Public

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TALLAHASSEE, FLORIDA

STATE OF MARYLAND
Department of Assessments and Taxation

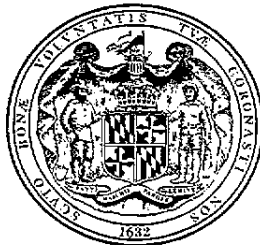
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO LIMITED LIABILITY COMPANIES LIMITED LIABILITY COMPANIES TO TRANSACT BUSINESS IN THIS STATE,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

I FURTHER CERTIFY THAT ACCORDING TO THE RECORDS OF THIS DEPARTMENT ROUSE-GOVERNOR'S SQUARE, LLC FILED ITS ARTICLES OF ORGANIZATION, WHICH HAVING BEEN RECEIVED AND APPROVED FOR RECORD BY THIS DEPARTMENT ON NOVEMBER 27, 2001.

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 NOVEMBER 28, 2001.

Paul B. Anderson

Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941 0001572990
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

crbluk

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Rouse-Governor's Square, LLC
(Name of foreign limited liability company)
2. Maryland
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 52-2115536
(FEI number, if applicable)
4. November 27, 2001
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. December 30, 2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 10275 Little Patuxent Parkway, Columbia, MD 21044

(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

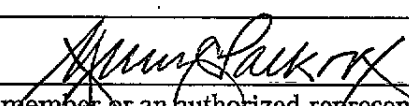
Jeffrey C. Palkovitz, 10275 Little Patuxent Parkway, Columbia, MD 21044

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

See Attachment


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Jeffrey C. Palkovitz
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Rouse-Governor's Square, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

(City/State/Zip)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Georgia Byron
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

ATTACHMENT

Rouse-Governor's Square, LLC

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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