



M010000002909

ACCOUNT NO. : 072100000032

REFERENCE : 523507 4808757

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 24, 2001

ORDER TIME : 10:12 AM

ORDER NO. : 523507-105

CUSTOMER NO: 4808757

400004742624--8

-12/28/01--01050--006

***125.00 ***125.00

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

FOREIGN FILINGS

NAME: ROUSE-CORAL GABLES, LLC

FILED
01 DEC 28 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: _____

M01-2909
OR


827 11/28
01 DEC 28 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO USE OF NAME

ROUSE-CORAL GABLES DEVELOPMENT, INC. (the "Corporation"), a Maryland corporation, consents to the use of the name Rouse-Coral Gables Development, 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-CORAL GABLES DEVELOPMENT, INC.


Kathleen E. Barry
Assistant Secretary

By:

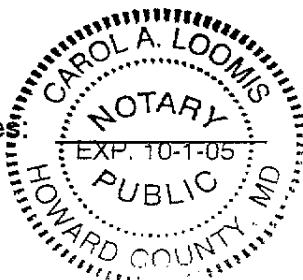

Jeffrey C. Palkovitz
Vice-President


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-Coral Gables Development, 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

01 DEC 28 PM 2:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MARYLAND
Department of Assessments and Taxation

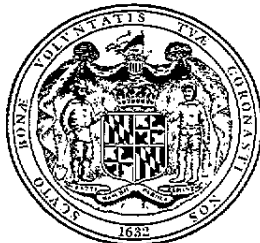
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO LIMITED LIABILITY COMPANIES OR THE RIGHTS OF LIMITED LIABILITY COMPANIES TO TRANSACT BUSINESS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

I FURTHER CERTIFY THAT ROUSE-CORAL GABLES DEVELOPMENT, LLC IS A LIMITED LIABILITY COMPANY EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MARYLAND, AND THAT THE LIMITED LIABILITY COMPANY IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING TO TRANSACT BUSINESS.

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 OCTOBER 26, 2001.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941 0001540453
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

orb/klk

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-Coral Gables Development, LLC
(Name of foreign limited liability company)
2. Maryland
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 52-2299239
(FEI number, if applicable)
4. October 25, 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

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

Jeffrey C. Palkovitz
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 signer

FILED
01 DEC 28 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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-Coral Gables Development, 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)

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)

FILED
01 DEC 28 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTACHMENT

Rouse Coral Gables Development, 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.

FILED
01 DEC 28 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA