



MO20000000191

ACCOUNT NO. : 072100000032

REFERENCE : 681545 4808757

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 11, 2002

ORDER TIME : 1:12 PM

ORDER NO. : 681545-005

CUSTOMER NO: 4808757

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

FOREIGN FILINGS

NAME: BAYSIDE ENTERTAINMENT, LLC

XXXX QUALIFICATION (TYPE: LL)

800004790028--9
-01/22/02--01097--013
****125.00 ****125.00

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: 1-22-02

RECEIVED
02 JAN 22 PM 2:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED
02 JAN 22 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Bayside Entertainment Company, LLC
(Name of foreign limited liability company)
2. Maryland 3. 52-1501763
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. October 26, 2001 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 10275 Little Patuxent Parkway
Columbia, Maryland 21044
(Street address of principal office)

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

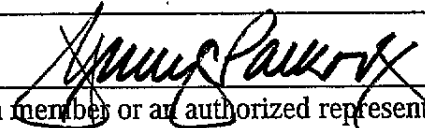
9. The name and usual business addresses of the managing members or managers are as follows:

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


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, Manager
Typed or printed name of signee

APPROVED
AND
FILED
01 JUN 22 PM 4:00
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ATTACHMENT

Bayside Entertainment Company, 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.

APPROVED
AND
FILED

02 JAN 22 PM 1:00

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:

Bayside Entertainment Company, LLC


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

<u>Corporation Service Company</u>		
(Name)		
<u>1201 Hays Street</u>		
Florida street address (P.O. Box <u>NOT</u> ACCEPTABLE)		
<u>Tallahassee</u>	<u>FL</u>	<u>32301</u>
(City/State/Zip)		

02 JUN 22 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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.


(Signature)

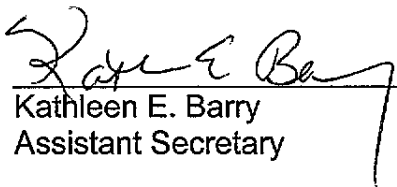
\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)


CONSENT TO USE OF NAME

BAYSIDE ENTERTAINMENT COMPANY, INC. (the "Corporation"), a Nevada corporation, consents to the use of the name Bayside Entertainment Company, LLC.

IN WITNESS WHEREOF, the Corporation has caused this Consent to be executed by its Vice-President and attested by its Assistant Secretary, this 28th day of December, 2001.

BAYSIDE ENTERTAINMENT COMPANY, INC.

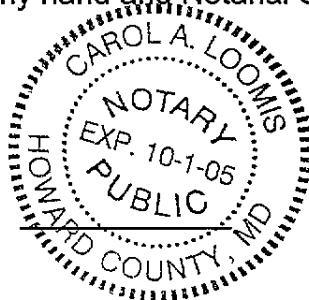

Kathleen E. Barry
Assistant Secretary

By: 
Jeffrey C. Palkovitz
Vice-President

STATE OF MARYLAND, HOWARD COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 28th 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 Bayside Entertainment Company, 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

02 JAN 22 PM 4:00
SECRETARY OF STATE
HALL/ASSEC FLO/ONE

APPROVED
AND
FILED

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 BAYSIDE ENTERTAINMENT COMPANY, 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 NOVEMBER 27, 2001.

Paul B. Anderson

Paul B. Anderson
Charter Division

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JAN 22 PM 4:00

FILED

