



NEW PLAN EXCEL REALTY TRUST, INC.

1120 AVENUE OF THE AMERICAS NEW YORK, NEW YORK 10036 212 869-3000 FAX 212 869-3989

January 30, 2002

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sirs,

Please find enclosed an Application by a Foreign Limited Liability Company for Authorization to Transact Business in Florida, a Certificate of Designation of Registered Agent/Registered Office, a Certificate of Existence from Delaware and a check in the amount of \$125.

Please send me a letter of acknowledgment in the enclosed overnight envelope.

Thank you for your assistance in this matter.

Sincerely,

Marie Georges
Corporate Paralegal

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TALLAHASSEE, FLORIDA

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**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:*

1. Clearwater Mall, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 33-0835931
(FEI number, if applicable)
4. 11/23/1998
(Date of Organization)
5. 12/31/2038
(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. 1120 Avenue of the Americas
New York, NY 10036
(Street address of principal office)

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

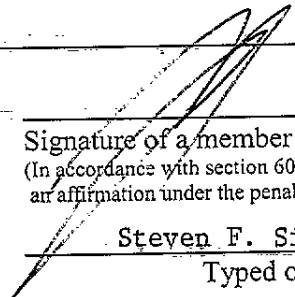
9. The name and usual business addresses of the managing members or managers are as follows:

<u>Glen J. Rufrano</u>	<u>Thomas L. Mulkey</u>
<u>1120 Avenue of the Americas</u>	<u>1120 Avenue of the Americas</u>
<u>New York, NY 10036</u>	<u>New York, NY 10036</u>

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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: real estate investment


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.)

Steven F. Siegel

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:

Clearwater Mall, LLC

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

James B. Soble

(Name)

401 East Jackson Street, Suite 2700

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

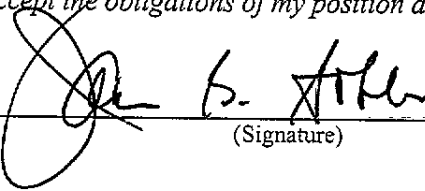
Tampa

FL 33602-5841

(City/State/Zip)

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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)

Delaware

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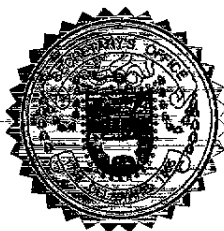
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLEARWATER MALL, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2002.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1582950

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DATE: 01-28-02