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ACCOUNT NO. : 072100000032

REFERENCE : 681545 4808757

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 11, 2002

ORDER TIME : 10:20 AM

ORDER NO. : 681545-015

CUSTOMER NO: 4808757

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

RECEIVED
02 FEB -8 AM 11:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: ROUSE-ORLANDO, LLC

700004896577--9
-02/08/02--01037--011
****125.00 ****125.00

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER:

JB
28-02

AND
FILED
02 FEB -8 AM 11:50
DEPARTMENT 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. Rouse-Orlando, LLC
(Name of foreign limited liability company)
2. Delaware 3. 52-1859231
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. November 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, MD 21044
(Street address of principal office)

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

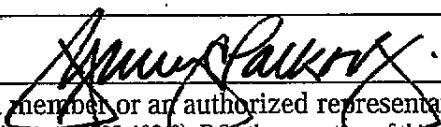
9. The name and usual business addresses of the managing members or managers are as follows:

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


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(9), 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

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OFFICE OF THE
CLERK OF THE
SUPREME COURT
JAN 11 2002
12:11:50
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AND
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ATTACHMENT

Rouse-Orlando, 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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CLERK OF DISTRICT COURT
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-Orlando, LLC

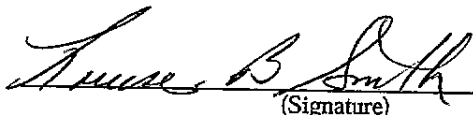
2. The name and the Florida street address of the registered agent and office are:

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.


(Signature)

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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CONSENT TO USE OF NAME

ROUSE-ORLANDO, INC. (the "Corporation"), a Nevada corporation, consents to the use of the name Rouse-Orlando, 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.

ROUSE-ORLANDO, INC.


Kathleen E. Barry
Assistant Secretary

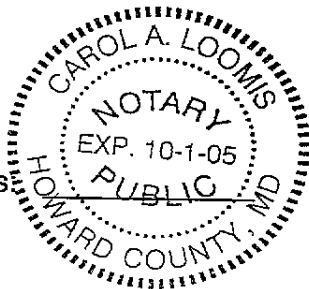
By: 
Jeffrey C. Palkovitz
Vice-President

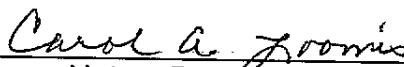
STATE OF MARYLAND, HOWARD COUNTY, TO WIT:

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 Rouse-Orlando, 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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NOTARY OF STATE
MARYLAND
HOWARD COUNTY

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Delaware

PAGE 1

The First State

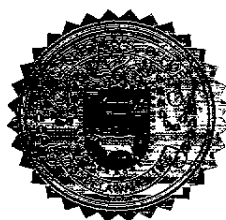
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROUSE-ORLANDO, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF FEBRUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ROUSE-ORLANDO, LLC" WAS FORMED ON THE TWENTY-SIXTH DAY OF NOVEMBER, A.D. 2001.

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AND
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DEPT. OF STATE
RECORDS SECTION



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3460324 8300

020080941

AUTHENTICATION: 1601188

DATE: 02-07-02