

MO2000002487

CORPORATION(S) NAME

1) ~~SM Newco Orlando- East Colonial Drive LLC~~

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~~SM Newco Orlando- East Colonial Drive LLC~~

4) SM Newco Orlando- East Colonial Drive LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP 19 PM 1:43

FILED

- Profit
- Nonprofit
- Foreign
- Limited Partnership
- LLC registration
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Reinstatement
- Annual Report
- Name Registration
- Fictitious Name
- Photocopies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of RA
- UCC
- CUS
- After 4:30
- Pick Up

DIVISION OF CORPORATION

02 SEP 19 AM 11:16

RECEIVED

Name _____ 9/19/02 Order#: 5597192

Availability _____

Document _____

Examiner _____

Updater _____

Verifier _____

W.P. Verifier _____

MO2-2487
JK

eff#: _____
Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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-09/19/02--01066--007
***125.00 ***125.00



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 19, 2002

CT CORPORATION SYSTEM

SUBJECT: SM NEWCO ORLANDO-EAST COLONIAL DRIVE LLC
Ref. Number: W02000027338

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP 19 PM 1:49

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We have received your document for SM NEWCO ORLANDO-EAST COLONIAL DRIVE LLC and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 802A00053493

*Agent added, please file 9/19, thanks!
Laura@CT*

FOR THE SECRETARY OF STATE
CORPORATION SYSTEM
TALLAHASSEE, FLORIDA

02 SEP 19 PM 3:29

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

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

- 1. SM Newco Orlando - East Colonial Drive, LLC (Name of foreign limited liability company)
2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized)
3. (FEI number, if applicable)
4. September 13, 2002 (Date of Organization)
5. perpetual (Duration: Year limited liability company will cease to exist or "perpetual")
6. upon filing (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Developers Diversified Realty Corporation, 3300 Enterprise Parkway, Beachwood, OH 44122 (Street address of principal office)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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8. If limited liability company is a manager-managed company, check here []

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

KLA/SM Newco GC, LLC, Member, c/o Developers Diversified Realty Corporation, 3300 Enterprise Parkway, Beachwood, OH 44122

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.)

Joan U. Allgood, Vice President of Developers Diversified Realty Corporation, a Member of KLA/SM Newco GC, LLC, Managing Member

**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:

Sm Newco Orlando - East Colonial Drive LLC

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

CT Corporation System
(Name)

1200 South Pine Island Road
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324
(City/State/Zip)

SECRETARY OF STATE
TALAHASSEE, FLORIDA

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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.

Connie Bryan
(Signature)

Connie Bryan, Special Asst. Secy.

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

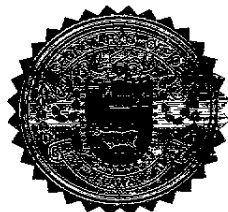
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SM NEWCO ORLANDO - EAST COLONIAL DRIVE, 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 SEVENTEENTH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3568836 8300

AUTHENTICATION: 1987239

020579377

DATE: 09-17-02