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From:
Account Name : FOLEY & LARDNER
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FOREIGN LIMITED LIABILITY COMPANY

MCW-RC FL-Shoppes at 104, LLC

Certificate of Status	2
Certified Copy	1
Page Count	04
Estimated Charge	\$165.00

J. BRYAN SEP 30 2002

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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:

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- 1. MCW-RC FL-Shoppes at 104, LLC
(Name of foreign limited liability company)
- 2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. applied for
(FEI number, if applicable)
- 4. September 24, 2002
(Date of Organization)
- 5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. September 25, 2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and §17.155, F.S.))
- 7. 121 W. Forsyth Street, Suite 200
Jacksonville, FL 32202
(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:

Macquarie CountryWide-Regency, LLC
121 W. Forsyth Street, Suite 200
Jacksonville, FL 32202

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: to acquire, own, operate, lease, manage, finance and sell retail shopping centers

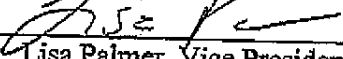
see attached
 Signature of a member or an authorized representative of a member.
 (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
see attached
 Typed or printed name of signee

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NO.574 P.3

MCW-RC FL-SHOPPES AT 104, LLC
By: Macquarie CountryWide-Regency, LLC, sole member
By: Regency Centers, L.P., authorized member
By: Regency Centers Corporation, its sole general partner

By: 
Lisa Palmer, Vice President

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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:

MCW-RC FL-Shoppes at 104, LLC

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

F&L Corp.

(Name)

P06606

200 Laura Street North

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

Jacksonville

FL 32202

(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.
F&L CORP., Registered Agent

Charles V. Hedrick

(Signature)

By: Charles V. Hedrick, Authorized Signatory

\$ 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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Delaware

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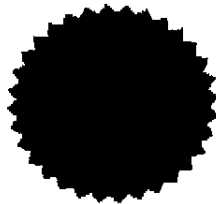
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HERERY CERTIFY "MCW-RC FL-SHOPPES AT 104, 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-FOURTH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MCW-RC FL-SHOPPES AT 104, LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2002.

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

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1999168

DATE: 09-24-02

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