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SECRETARY OF STATE

FILEU

CT CORPORATION

November 18, 2002

Secretary of State, Florida 409 East Gaines Street N/A Tallahassee FL 32399 _

Order #: 5723529 SO Re:

Customer Reference 1: none given

Customer Reference 2: n/a

Dear Secretary of State, Florida:

Please file the attached:

SM LTCB St. Petersburg, LLC (DE)

Registration Florida

SM LTCB Leesburg, LLC (DE)

Registration

Florida

SM LTCB Stuart, LLC (DE)

Registration

Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

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

Page 1 of 2

A CCH LEGAL INFORMATION SERVICES COMPANY

CT CORPORATION

14

Sincerely,

Melanie S Strickland
Fulfillment Specialist
Melanie_Strickland@cch-lis.com

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660 Easi Jefferson Street Tallahassee, Fl. 32301 Tel. 850 222 1092 Fax 850 222 -7615

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 LTCB Leesburg, LLC
	(Name of foreign limited liability company)
	Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3
4.	November 12, 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
7.	D2 NO
	(Street address of principal office)
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 LTCB, LLC, Member, c/o Developers Diversified Realty Corporation, 3300 Enterprise Parkway, Tiles
	Beachwood, OH 44122
the	. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in a jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a inslation 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
	With
	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.)
	Keith J. Brown, Member

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:		
SM LTCB Leesburg, LLC		
2. The name and the Florida street address of the registered agent and office are:	OZ NOV SECRET	
C T Corporation System	TAR ASS	
(Name)	EE, F	ָרָרָרָרָרָרָרָרָרָרָרָרָרָרָרָרָרָרָר
c/o C T Corporation System, 1200 South Pine Island Road	F STAT	>
Florida street address (P.O. Box_NOT ACCEPTABLE)	DA TE	n
Plantation FL 33324	_	
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.

C T Corporation System

VickiAnn Owens

Special Assistant Secretary

(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

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SM LTCB LEESBURG, 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 FOURTEENTH DAY OF NOVEMBER, A.D. 2002.

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

OZ'NOV 18 PM 2: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Warriet Smith Windson Harriet Smith Windson Secretary of State

AUTHENTICATION: 2090810

DATE: 11-14-02

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