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DIVISION OF CORPORATION TALLAHASSEE IN SIGNER

CT CORPORATION SYSTEM

December 3, 2002

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

Re: Order #: 5730708 SO

Customer Reference 1: None Given Customer Reference 2: None Given

Dear Secretary of State, Florida:

Please file the attached:

Southgate Plaza LLC (DE) Registration Florida

Please return a certified copy of this filing along with regular evidence. Thanks.

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.

Sincerely,

Jeffrey J Nethérton Sr. Fulfillment Specialist Jeff_Netherton@cch-lis.com

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

Page 1 of 1

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. Southgate Plaza LLC		
(Name	of foreign limited liability company)	
2. Delaware	3. 75-3088504	
(Jurisdiction under the law of which foreign limited company is organized)	d liability (FEI number, if applicab	le)
4. November 22, 2002	5. Perpetual	
(Date of Organization)	(Duration: Year limited liability comp exist or "perpetual")	any will cease to
5. upon qualification		·•
(Date first transacted business in F	lorida. (See sections 608.501, 608.502, and 817.155, F	₹ <u>\$.</u>)
7. c/o Westfield Corporation, 11601 Wilshire Boule	evard, 12th Floor, Los Angeles, California 90025	<u> </u>
		O TAL
(Str.	eet address of principal office)	
,		AH AAA
If limited liability company is a manager-	managed company, check here	SSS +
2. The usual business addresses of the mana	ging members or managers are as follows:	To B m
	ging memory of managers are as somewor	5º = 0
11601 Wilshire Blvd.	_ 	0
12th Floor		>
Los Angeles, CA 90025		
he jurisdiction under the law of which it is organized. (A ranslation of the certificate under oath of the translator n	ŕ	eign language, a
1. Nature of business or purposes to be con	ducted or promoted in Florida: Manage Real E	state Property
Sugar	me M. Toman	
Signature of a member	or an authorized representative of a member 18.408(3), F.S., the execution of this document constitutes lities of perjury that the facts stated herein are true.)	
·	Forman, Authorized Person	
	or printed name of signee	

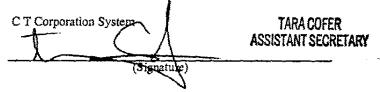
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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:

Southgate Plan	ea LLC						
2. The name	and the Florida	street address of the reg	istered agent :	and office are:	SEURE	02	
	C T Corporation	n System			_ _	02 DEC	-
		(Name)			ASSEI	<u>+</u>	CHEET WE
	c/o C T Corpora	tion System, 1200 South Pin	e Island Road		_ ਦਾ <u>ਵ</u> ਼	P.	
Florida street address (P.O. Box NOT ACCEPTABLE)				LONIDAN	1: 08	U	
	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.



\$ 100.00 Filing Fee for Application \$ 25.00 Designation of Registered Agent \$ 30.00 Certified Copy (ontional)

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

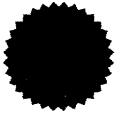
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HERBY CERTIFY "SOUTHGATE PLAZA 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-FIFTH DAY OF NOVEMBER, A.D. 2002.

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



3594779 8300

020724493

Varriet Smith Hindson Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2108547

DATE: 11-25-02