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TALLAHASSEE, FLORIDA

FOREIGN LIMITED LIABILITY COMPANY

Inland Southeast Bloomingdale, L.L.C.

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12-11-10

**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. Inland Southeast Bloomingdale, L.L.C.
(Name of foreign limited liability company)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. Applied For
(FBI number, if applicable)

4. December 9, 2003
(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 617.135, F.S.))

7. 2901 Butterfield Road
Oak Brook, Illinois 60523
(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:

Inland Retail Real Estate Limited Partnership
2901 Butterfield Road
Oak Brook, Illinois 60523

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, hold, administer, service, manage, sell and otherwise deal with the property or any interest therein, either directly or indirectly.

Inland Southeast Bloomingdale, L.L.C.
By: Inland Retail Real Estate Limited Partnership, its sole member
BY: Inland Retail Real Estate Trust, its general partner
Signature of a member or an authorized representative of a member.

(Signature)
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.

Scott W. Wilson, Secretary

Typed or printed name of signer

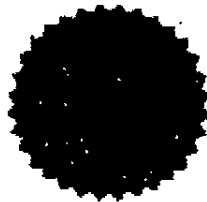
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INLAND SOUTHEAST BLOOMINGDALE, L.L.C." 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 TENTH DAY OF DECEMBER, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2799666

DATE: 12-10-03