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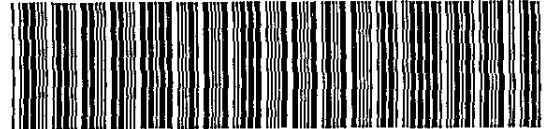
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2004 MAY -4 P 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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05/04/04--01057--029 **160.00



DEBARTOLO

Property Group LLC

James D. Palermo

*Senior Vice President
General Counsel*

April 30, 2004

VIA AIRBORNE EXPRESS

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: GEE Holdings, LLC

Gentlemen:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to §608.503(1), Florida Statutes, enclosed please find the following:

1. Application of GEE Holdings, LLC, a Delaware limited liability company, for authorization to transact business in Florida.
2. Certificate of Designation of Registered Agent/Registered Office.
3. Original Certificate of Existence, pertaining to GEE Holdings, LLC, issued by the Delaware Secretary of State on April 15, 2004.
4. Check, in the amount of \$160.00, in payment for the filing fee, designation of Registered Agent fee, and for the return to my attention of a certified copy and Certificate of Status.

Very truly yours,



JAMES D. PALERMO

JDP/S

Enclosures (4)

**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. GEE Holdings, LLC
(Name of foreign limited liability company)

2. Delaware 3. 20-0970789
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. April 5, 2004 5. 2054
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. May 1, 2004
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

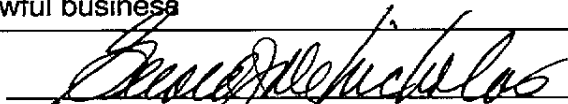
7. 15436 N. Florida Avenue, Suite 200, Tampa, Florida 33613
(Street address of principal office)

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:
Gerald J. DeNicholas
15436 N. Florida Avenue - Suite 200
Tampa, FL 33613

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 development
and any other lawful business


Signature of a member of 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.)
Gerald J. DeNicholas
Typed or printed name of signee

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**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:

GEE Holdings, LLC

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

James D. Palermo

(Name)

15436 N. Florida Avenue - Suite 200

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

Tampa,

FL 33613

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, 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.


(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

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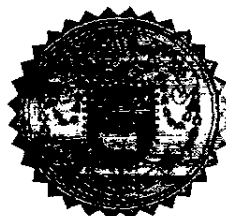
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GEE HOLDINGS, 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 FIFTEENTH DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GEE HOLDINGS, LLC" WAS FORMED ON THE FIFTH DAY OF APRIL, A.D. 2004.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3053398

DATE: 04-15-04