

SEP-19-2003
DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS

FOREIGN LIMITED LIABILITY COMPANY

TIAA MIAMI INTERNATIONAL MALL, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

1,175.00

* 1,050.00 penalty
125.00 fee

* 1,175.00 filing
Total

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JB
9-22-03

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. TIAA MIAMI INTERNATIONAL MALL, LLC (Name of foreign limited liability company)

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. 04-3687177 (FBI number, if applicable)

4. 4/30/02 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. May 3, 2002 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 730 Third Avenue New York, NY 10017 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here [X]

9. The name and usual business addresses of the managing members or managers are as follows:

Richard Adamski, 730 Third Avenue, New York, NY 10017

Thomas Garbutt, 730 Third Avenue, New York, NY 10017

Joseph Luik, 730 Third Avenue, New York, NY 10017

John Somers, 730 Third Avenue, New York, NY 10017

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: Owns commercial real estate.

Signature of a member or an authorized representative of a member. (In accordance with section 608.008(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Mark L. Serlen, Secretary Typed or printed name of signee

03 SEP 19 AM 8:55

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:

TLAA MIAMI INTERNATIONAL MALL, LLC

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

CT Corporation System
(Name)

c/o CT Corporation System, 1200 South Pine Island Road
Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation, FL 33324
(City/State/Zip)

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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.

CT Corporation System

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

By:

Connie Bryan
(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

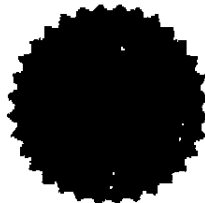
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TIAA MIAMI INTERNATIONAL MALL, 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 NINETEENTH DAY OF SEPTEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3519982 8300

AUTHENTICATION: 2641734

030602990

DATE: 09-19-03