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LS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Simon Management Associates II, LLC

Certificate of Status	1
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Help

SIMON MANAGEMENT ASSOCIATES, LLC
225 W. WASHINGTON ST., INDIANAPOLIS, INDIANA 46204
PHONE: (317) 636-1600 FAX: (317) 685-7213

MAY 8, 2007

Florida Secretary of State
Registration Section
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: Simon Management Associates II, LLC

To Whom It May Concern:

Simon Management Associates, LLC, a Delaware limited liability company hereby gives its consent for Simon Management Associates II, LLC, a Delaware limited liability company to register its name in the state of Florida.

SIMON MANAGEMENT ASSOCIATES, LLC, a Delaware limited liability company
By: SIMON PROPERTY GROUP, L.P.; a Delaware limited partnership, its member
By: SIMON PROPERTY GROUP, INC., a Delaware corporation, its general partner

By: James A. Schmidt
James A. Schmidt, Assistant Secretary

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TALLAHASSEE, FLORIDA

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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. Simon Management Associates II, LLC
(Name of Foreign Limited Liability Company)

2. Delaware 3. 32-0198324
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. March 12, 2007 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. c/o Corporate Paralegal, 225 W. Washington St., P.O. Box 7033
Indianapolis, IN 46207-7033
(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:
Simon Property Group, L.P., 225 W. Washington St., Indianapolis, IN 46204

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

SIMON MANAGEMENT ASSOCIATES II, LLC, a Delaware limited liability company
By: SIMON PROPERTY GROUP, L.P., a Delaware limited partnership, its member
By: SIMON PROPERTY GROUP, INC., a Delaware corporation, its general partner

By: James A. Schmidt
James A. Schmidt, Assistant Secretary

(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.)

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TALLAHASSEE, FLORIDA

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**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:

Simon Management Associates II, LLC

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

CT Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box ~~NOT~~ ACCEPTABLE)

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, Florida Statutes.



**Robert S. Lane
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)

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TALLAHASSEE, FLORIDA

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SIMON MANAGEMENT ASSOCIATES II, 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 TENTH DAY OF MAY, A.D. 2007.

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: 5664171

DATE: 05-10-07