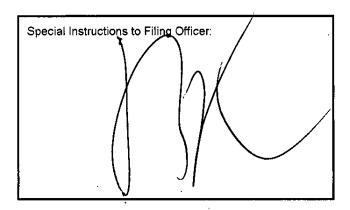
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ACCOUNT NO. : 072100000032

REFERENCE : 307534

4312639

AUTHORIZATION

COST LIMIT

ORDER DATE: November 7, 2007

ORDER TIME : 10:03 AM

ORDER NO. : 307534-040

CUSTOMER NO: 4312639

FOREIGN FILINGS

NAME: CENTRO NP SEMINOLE PLAZA, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX____ CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper -- EXT# 2948

EXAMINER:

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 REGI LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA: Centro NP Seminole Plaza, LLC (Name of Foreign Limited Liability Company) applied for Delaware (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized) 10/29/2007 perpetual (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual") (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability) 420 Lexington Avenue, 7th Floor, New York, NY 10170 (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: New Plan Florida Holdings, LLC 420 Lexington Avenue, 7th Floor, New York, NY 10170 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: ownership and operation of shopping malls Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation and the penalties of perjury that the facts stated herein are true.) Steven F. Si

Typed 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 C	Company is:	
Centro NP Sen	ninole Plaza, LLC		
2. The name	and the Florida street add	lress of the registered agent and office are:	
	Corporation Service Comp	pany	
		(Name)	_
	1201 Hays Street		
	Florida Stree	et Address (P.O. Box NOT ACCEPTABLE)	-
	Tallahassee	FL 32301	
		City/State/Zip	
liability comp agent and agr relating to the obligations of	oany at the place designated ree to act in this capacity e proper and complete perfo	and to accept service of process for the above s d in this certificate, I hereby accept the appoints I further agree to comply with the provisions of formance of my duties, and I am familiar with a agent as provided for in Chapter 608, Florida S	ment as registered fall statutes nd accept the
	Carol Dolor, Assistant	VP	

\$ 100.00 Filing Fee for Application\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional) \$ 5.00 Certificate of Status (optional)

PAGE 1

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CENTRO NP HOLDINGS 3 SPE, 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 SEVENTH DAY OF NOVEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CENTRO NP HOLDINGS 3 SPE, LLC" WAS FORMED ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2007.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

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Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6139040

DATE: 11-07-07

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