

M17000010821

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

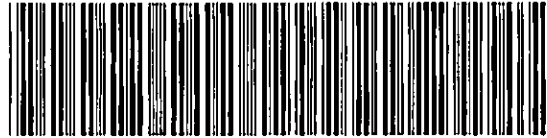
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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STATE
TALLAHASSEE, FLORIDA
17 DEC 21 AM 8: 56

O SIMMONS
DEC 22 2017

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 967742 8171159
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 125.00

ORDER DATE : December 19, 2017
ORDER TIME : 8:35 AM
ORDER NO. : 967742-030
CUSTOMER NO: 8171159

FOREIGN FILINGS

NAME: BROOKFIELD PROPERTIES (R) LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT#

EXAMINER: _____

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Brookfield Properties (R) LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "L.L.C.")

2. DE 3. 36-4880936
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 01/01/2018
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. c/o Rouse Properties, 200 Vesey Street, 25th Floor, New York, NY 10281
(Street Address of Principal Office)

6. c/o Rouse Properties, 200 Vesey Street, 25th Floor, New York, NY 10281
(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

Registered agent's acceptance:

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 application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Lydia Cohen
(Registered agent's signature) Asst. Vice President

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Michael Tebbutt, Manager - 200 Vesey Street, 25th Floor, New York, NY 10281

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

Signature of Michael Tebbutt

Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Michael Tebbutt, Manager

Typed or printed name of signee

17 DEC 21 AM 8:55
TALLAHASSEE, FLORIDA

Delaware

The First State

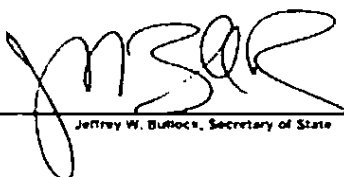
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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROOKFIELD PROPERTIES (R) LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF DECEMBER, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BROOKFIELD PROPERTIES (R) LLC" WAS FORMED ON THE THIRTEENTH DAY OF OCTOBER, A.D. 2017.

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




Jeffrey W. Bullock, Secretary of State

6579579 8300

SR# 20177695813

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203801447

Date: 12-20-17