



THE UNITED STATES
CORPORATION
COMPANY

1199000000480

ACCOUNT NO. : 072100000032

REFERENCE : 185976 4804909

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 285.00

ORDER DATE : March 29, 1999

ORDER TIME : 12:25 PM

ORDER NO. : 185976-005

100002824251--8

CUSTOMER NO: 4804909

CUSTOMER: Gayle S. Finger, Legal Asst
Miro Weiner & Kramer
Suite 100
500 North Woodward Avenue
Bloomfield Hill, MI 48304

FOREIGN FILINGS

NAME: TAUBMAN-DOLPHIN MALL
ASSOCIATES 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: Jeanine Reynolds

FILED
99 MAR 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1199-480

Name	OK-31
Availability	OK
Document	OK
Editor	OK
Updater	OK
Underwriter	OK
Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

RECEIVED
99 MAR 30 PM 2:22
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 30, 1999

JEANINE REYNOLDS
CSC

SUBJECT: TAUBMAN-DOLPHIN MALL ASSOCIATES LLC
Ref. Number: W99000007641

FILED
99 MAR 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for TAUBMAN-DOLPHIN MALL ASSOCIATES LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

On the application we need the date of organization and on #8 Esther Blum need to be titled manager or managing member.,

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 699A00016056

RESUBMIT

Please give original
submission date as file date.

RECEIVED
99 MAR 31 PM 1:40
TALLAHASSEE, FLORIDA

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. Taubman-Dolphin Mall Associates LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For
(FEI number, if applicable)
4. March 19, 1999
(Date of Organization)
5. December 31, 2074
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing of Application
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 200 East Long Lake Road, Bloomfield Hills, MI 48304
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
[MGRM] Taub-Co Management, Inc. 200 East Long Lake Road, Bloomfield Hills, MI 48304 (General Partner of Member)			

FILED
99 MAR 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Taubman-Dolphin

Mall Associates LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 100.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ n/a;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 100.00;
(This total includes amounts from 2 and 3 above.)

TAUBMAN-DOLPHIN MALL ASSOCIATES LLC, a Delaware limited liability company

By: The Taubman Realty Group Limited Partnership, a Delaware limited partnership, Member

By: Taub-Co Management, Inc., General Partner

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

By: Esther R. Blum

Chief Financial Officer of Taub-Co Management, Inc.

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

FILED
99 MAR 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

Taubman-Dolphin Mall Associates LLC

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

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301
City/State/Zip

FILED
59 MAR 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Corporation Service Company

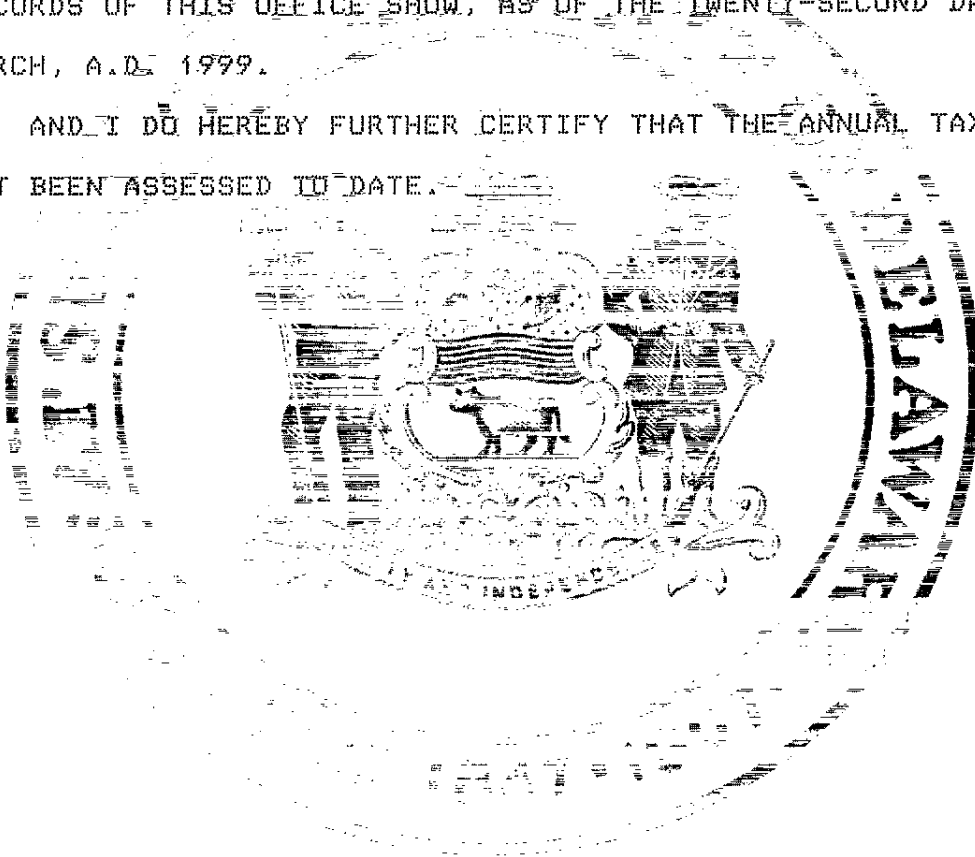
By: Nelora W. Skipper as agent
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TAUBMAN-DOLPHIN MALL ASSOCIATES 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 TWENTY-SECOND DAY OF MARCH, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

3019220 8300

AUTHENTICATION:

9640013

991108605

DATE:

03-22-99