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DIRECT DIAL

*ALSO MEMBER OF NJ BAR

Federal Express
Secretary of State
Corporation Bureau
409 East Gaines Street
Tallahassee, FL 32399

Re: Retail Properties Europe, Inc.

100002336471--3

(4) -11/03/97-01118-006
****131.25 ****131.25

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation for Retail Properties of Europe, Inc. for filing with your office along with a check in the amount of \$131.25 to cover your fees and costs.

We would also like to obtain the following documents on behalf of the new entity:

1. Certified Copy of the Articles of Incorporation
2. Certificate of Status

PLEASE DO NOT STAPLE OR IN ANY WAY PUT HOLES IN THESE DOCUMENTS BECAUSE THEY MUST BE SUBMITTED TO THE U.S. EMBASSY FOR AUTHENTICATION AND WILL NOT BE ACCEPTED IF THE DOCUMENTS CONTAIN ANY HOLES

Please return documents to the undersigned in the enclosed Federal Express envelope.
Thank you for your assistance in this matter.

/hs
Enclosures
cc: John P. Hickey, Esq.

Very truly yours,

Lisa E. Garlatti
LISA E. GARLATTI
Legal Assistant

FILED
97 NOV -3 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6971400053351

Don
11/4/97

FILED
97 NOV -3 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RETAIL PROPERTIES EUROPE, INC.**

The undersigned, acting as incorporator, in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the corporation) shall be **RETAIL PROPERTIES EUROPE, INC.**

SECOND: The duration of the corporation shall be perpetual.

THIRD: The date and time of the commencement of the corporate existence is the time of filing of Articles by the Department of State.

FOURTH: The purposes for which the corporation is initially organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act, including but not limited to the ownership of leasehold interests in real property.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is:

One thousand (1,000) common shares at no par value per share.

SIXTH: The address of the initial registered office and principal office of the corporation in the State of Florida is 4675 S.W. 74th Street, Miami, FL 33143 and the name of the initial registered agent of the corporation at such address is Veronica Farr.

SEVENTH: The corporation shall have at least two directors, with the exact number to be specified by a majority of the directors from time to time. The number of directors constituting the initial Board of Directors of the corporation is five and the names and the addresses of the persons who are to serve as the directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Potamkin	4675 S.W. 74th Street Miami, FL 33143
Alan H. Potamkin	4675 S.W. 74th Street Miami, FL 33143
Rick Lepley	4675 S.W. 74th Street Miami, FL 33143
Robert Conn	4675 S.W. 74th Street Miami, FL 33143
Kornel Spiro	4675 S.W. 74th Street Miami, FL 33143

EIGHTH: The corporation shall indemnify its officers and directors to the fullest extent permitted by law either now or hereafter.

NINTH: The name and the address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lisa E. Garlatti	1900 Market Street, Suite 700, Philadelphia, PA 19103

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming this corporation under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 30th day of October, 1997.



LISA E. GARLATTI, Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation name in the foregoing Articles of Incorporation.

By: *Veronica Farr*
VERONICA FARR

STATE OF *Pennsylvania*)
COUNTY OF *Philadelphia*) SS.:

On this 30th day of October, 1997, before me, a Notary Public in and for the State and County aforesaid, personally appeared Lisa E. Garlatti, who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of Retail Properties Europe, Inc. and who duly acknowledged to me that she signed said Articles of Incorporation as the incorporator of said corporation.

Witness my hand and seal of office on the day and year aforesaid.

Vincenza J. Tribuiani
Notary Public

Commission expires:

(Notarial Seal)

Notarial Seal
Vincenza J. Tribuiani, Notary Public
Philadelphia, Philadelphia County
My Commission Expires May 21, 1998
Member, Pennsylvania Association of Notaries

FILED
97 NOV -3 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA