

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-11-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

MAY CENTERS ASSOCIATES CORPORATION

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is MAY CENTERS ASSOCIATES CORPORATION

SECOND: The name which it elects to use in Rhode Island is

SAME

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island:)

THIRD: It is incorporated under the laws of Missouri

FOURTH: The date of its incorporation is January 12, 1990 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 611 Olive Street, St. Louis, Missouri 63101

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To take, purchase or otherwise acquire, and to hold, own, use, manage, develop, control, improve, sell, exchange, convey, transfer, assign, mortgage or otherwise encumber, and to let, lease as lessor or lessee, invest in and otherwise deal in and with real property, or any estate or interest therein.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Please see attached	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
500	A Common		\$1.00
500	B Common		\$1.00

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
500	A Common		\$1.00
500	B Common		\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 574,000,000.00

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 7,400,000.00

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 52,000,000.00

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 777,000.00

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated January 18, 1990

MAY CENTERS ASSOCIATES CORPORATION

[Exact Corporate Name of Corporation Making Application]

By Ronald P. Douglass
Ronald P. Douglass Its Vice President
and Robert M. Soshnik
Robert M. Soshnik Its Asst. Secretary

STATE OF MISSOURI
CITY
COUNTY OF ST. LOUIS

} Sc.

At St. Louis, Missouri in said ^{City} County on the 18th day
of January 1990, before me personally appeared
Ronald P. Douglass, who being by me first duly sworn, declared that
he is the Vice President of MAY CENTERS ASSOCIATES CORPORATION,
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

Sarah Jane Westover
Notary Public

(NOTARIAL SEAL)

SARAH JANE WESTOVER
NOTARY PUBLIC, STATE OF MISSOURI
MY COMMISSION EXPIRES AUG. 10, 1991
ST. LOUIS COUNTY

RECEIVED
SECRETARY OF STATE
CORPORATION DIV

JAN 23 11 41 AM '30

33089
[Signature]

JAN 23 1930

Rec'd & Filed

59029
MPE

LIST OF OFFICERS AND DIRECTORS

FOR

MAY CENTERS ASSOCIATES CORPORATION

<u>NAME AND TITLE</u>	<u>ADDRESS</u>	<u>TERM EXPIRES</u>
John Morgan PRESIDENT	Prudential Plaza 745 Broad Street Newark, NJ 07101	Date of Annual Meeting
Phyllis A. Cummins VICE PRESIDENT- REAL ESTATE	Prudential Plaza 745 Broad Street Newark, NJ 07101	Date of Annual Meeting
Ronald P. Douglass VICE PRESIDENT	611 Olive Street St. Louis, MO 63101	Date of Annual Meeting
Jan R. Kniffen VICE PRESIDENT	611 Olive Street St. Louis, MO 63101	Date of Annual Meeting
Ronald Scotto VICE PRESIDENT/CHIEF FINANCIAL OFFICER & TREASURER	Prudential Plaza 745 Broad Street Newark, NJ 07101	Date of Annual Meeting
Gilmer S. Towell SECRETARY	Prudential Plaza 745 Broad Street Newark, NJ 07101	Date of Annual Meeting
Alan E. Charlson ASSISTANT SECRETARY	611 Olive Street St. Louis, MO 63101	Date of Annual Meeting
Stephen C. Parker ASSISTANT SECRETARY	Prudential Plaza 745 Broad Street Newark, NJ 07101	Date of Annual Meeting
Robert M. Soshnik ASSISTANT SECRETARY	611 Olive Street St. Louis, MO 63101	Date of Annual Meeting
Louis J. Garr, Jr. DIRECTOR	611 Olive Street St. Louis, MO 63101	Date of Annual Meeting
Mark E. Hood DIRECTOR	611 Olive Street St. Louis, MO 63101	Date of Annual Meeting
Herbert Simon DIRECTOR	Melvin, Simon & Assoc., Inc. 115 West Washington St. Indianapolis, IN 46204	Date of Annual Meeting
Brian J. Strum DIRECTOR	Prudential Plaza 745 Broad Street Newark, NJ 07101	Date of Annual Meeting

LIST OF OFFICERS AND DIRECTORS (Continued)

<u>NAME AND TITLE</u>	<u>ADDRESS</u>	<u>TERM EXPIRES</u>
Claude J. Zinngrabe, Jr. DIRECTOR	Prudential Plaza 745 Broad Street Newark, NJ 07101	Date of Annual Meeting
R. Dean Wolfe DIRECTOR	611 Olive Street St. Louis, MO 63101	Date of Annual Meeting



STATE OF MISSOURI

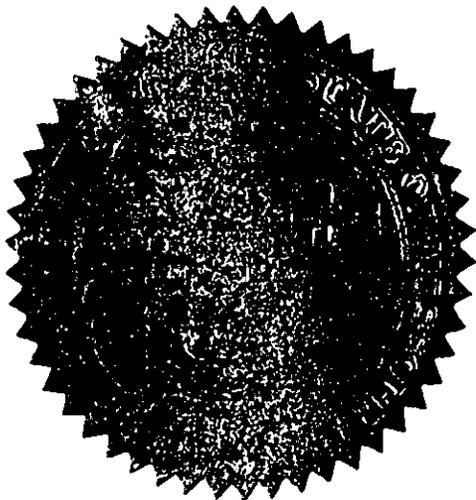
ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

Certificate of Corporate Records

I, ROY D. BLUNT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this _____ 18th _____ day of January _____, 19⁹⁰ .



Roy D. Blunt
Secretary of State