Filing Fee: \$150.00

ID Number: 38376



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION (To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

	a parpage dubining the following diagonism.						
1.	The name of the limited liability company is:						
	Rouse Providence LLC			<u> </u>			
2.	The name, if different, under which it proposes to register and transact business in Rhode Island is: None.						
3.	The limited liability company is organized under the laws of						
4.	The date of its organization is February 12, 2004						
5.	. The period of duration of the limited liability company is (if perpetual, so state)Perpetual						
6.	The address of the limited liability company's resident agent in Rhode Island is:						
	10 Weybosset Street	Providence		, RI 029	03		
	(Street Address, not P.O. Box)	(City/To	own)		(Zip Co	нde)	
	and the name of the resident agent at such address is C	T CORPORATION	SYSTEM (Name of	Agent)			
7.	The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.						
8.	The address of any office required to be maintained in the liability company is organized is:	e state or other juris	sdiction ur	nder the laws	of which	the limited	
	The Corporation Trust Company, C	orporation	Trust	Center,	1209	Orange	
	Street, Wilmington, Delaware 198	01-1120					
9.	The mailing address for the limited liability company is: The Corporation Trust Company, C	Corporation	Trust	Center,	1209	Orange	
	Street, Wilmington, Delaware 119801-1120						
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10.	The limited liability company is to be managed by:			
		(Check one box only)		
	its members	or X by one (1) or more managers		
11.	If the limited liability company has manager each manager:	rs at the time of filing this application, please list the name and address of		
	Manager	<u>Address</u>		
	Rouse Property Management, Inc.	c/o The Rouse Company,10275 Little Patuxent Parkway Columbia, MD 21044		
12.	This application is accompanied by a certificauthorized officer of the jurisdiction under w	icate of good standing duly authenticated by the secretary of state or other hich the foreign limited liability company was organized.		
		Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.		
D	ate: 2/27/04	Rouse Providence LLC		
		Print Exact Name of Limited Liability Company Making Application		
		By Muchael Marando		
		Signature of authorized person		

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Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROUSE PROVIDENCE 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 FIRST DAY OF MARCH, A.D. 2004.

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

Warriet Smith Windson Harriet Smith Windson, Secretary of State

AUTHENTICATION: 2961423

DATE: 03-01-04

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