

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF WITHDRAWAL
OF
PRICE GP CORP.**

File Number C 104850

I, PETE T. CENARRUSA, secretary of State of the State of Idaho, hereby certify that Application for Certificate of Withdrawal from this State, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate of the Application for such Certificate.

Dated: August 12, 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sally Leloyd*



APPLICATION FOR CERTIFICATE OF WITHDRAWAL

(Instructions on back of application)

02 AUG 12 PM 2:03

SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of Idaho

Pursuant to Section 30-1-1520, **Idaho Code**, the undersigned Corporation hereby applies for certificate of withdrawal from the State of Idaho, and for that purpose submits the following statement:

1. The name of the corporation is Price GP Corp.

The name which it used in Idaho is _____

2. It is incorporated under the laws of Delaware

3. It is not transacting business in the State of Idaho.

4. It hereby surrenders its authority to transact business in said state.

5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.

6. The post office address to which process against the corporation may be mailed is 110 North

Wacker Drive, Chicago, Illinois 60606 attention: general counsel

7. It agrees to notify the Secretary of State of the State of Idaho of any change to the address in Item 6.

Signature

Typed Name Robert A. Michaels, President

Capacity

SEE attachment

Customer Acct # _____

(if using pre-paid account)

Secretary of State use only

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Revised 01/2001

IDAHO SECRETARY OF STATE
08/12/2002 05:00
CK: 23600 CT: 19577 BH: 482231
1 @ 20.00 = 20.00 FOR WITHDR # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 104850

**ATTACHMENT
TO
APPLICATION FOR CERTIFICATE
OF
WITHDRAWAL
OF
PRICE GP CORP.**

Robert A. Michaels is President of General Growth Properties, Inc., a Delaware corporation, the general partner of GGP Limited Partnership, a Delaware limited partnership, the managing member of GGPLP L.L.C., a Delaware limited liability company, the sole member of GGP Acquisition, L.L.C., a Delaware limited liability company, the sole member of Price GP L.L.C., a Delaware limited liability company and successor by conversion to Price GP Corp.