

300000000003

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

100003091781--8
-01/07/00--01065--021
***1785.00 ***1785.00

100003091781--8
-01/07/00--01065--022
*****17.50 *****17.50

Corporation(s) Name

U.S. Retail Income Fund V/F, Limited Partnership

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input checked="" type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JAN - 7 PM 12:41 00 JAN - 7 PM 11:55

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Name Availability: _____
Document Examiner: _____
Updater: _____
Verifier: _____
Acknowledgement: _____
W.P. Verifier: _____

JAN - 7

Please Return Extra
Copies File Stamped
To:
Melanie Strickland



Thank You!

BR
1/7/00

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. U.S. Retail Income Fund VII, Limited Partnership
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware 4. July 27, 1999
(State of Formation) (Date of Formation)

5. CT Corporation System
(Name of Registered Agent for Service of Process)

6. c/o CT Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

CT Corporation System

Mary R. Adams

(Agent must sign on this line)

**MARY R. ADAMS
ASSISTANT SECRETARY**

8. Corporation Trust Center, 1209 Orange Street,

Wilmington, Delaware 19801

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

3350 Riverwood Parkway
Suite 1500

BVT Institutional Investments, Inc. Atlanta, Georgia 30339

F94000005615

The Summit at Preston Trails
17101-17103 Preston Road
Dallas, Texas 75248

VuWB Investments, Inc.

F94000005616

10. 3350 Riverwood Parkway, Suite 1500, Atlanta, Georgia 30339
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

FILED
CLERK OF STATE
DEPARTMENT OF CORPORATIONS
00 JAN -7 PM 1:55

12. 3350 Riverwood Parkway, Suite 1500, Atlanta, Georgia 30339

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 21 day of December, 19 99

BVT Institutional Investments, Inc.

By:

J. Greer Cummings, Jr.

General Partner

J. Greer Cummings, Jr., Assistant Secretary

STATE OF TENNESSEE

COUNTY OF DAVIDSON

On this 21 day of December, 19 99

J. Greer Cummings, Jr., Assistant Secretary

of BVT Institutional Investments, Inc.

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of

Sharon L. Davis

(Notary Public Signature)

Sharon L. Davis

(Notary's Printed Name)

Seal

My Commission Expires:

7/26/2003

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -7 PM 1:55

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED
PARTNERSHIP**

BEFORE ME the undersigned personally appeared J. Greer Cummings, Jr., Assistant Secretary
U.S. Retail Income Fund VII,
a general partner of Limited Partnership, a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

FILED
STATE
DIVISION OF CORPORATIONS
00 JAN -7 PM 1:55

1. The amount of capital contributions of the limited partners is \$ 1,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 3,000,000.00.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 21 day of December, 19 99
BVT Institutional Investments, Inc.

By: J. Greer Cummings, Jr.
General Partner
J. Greer Cummings, Jr., Assistant Secretary

STATE OF TENNESSEE

COUNTY OF DAVIDSON

On this 21 day of December, 19 99,

J. Greer Cummings, Jr., Assistant Secretary
of BVT Institutional Investments, Inc.

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Sharon L. Davis
(Notary Public Signature)

Sharon L. Davis
(Notary's Printed Name)

Seal

My Commission Expires: 7/24/2003