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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-06/21/00--01052--026
***1785.00 ***1785.00

800003298918--0
-06/21/00--01052--027
*****17.50 *****17.50

CORPORATION(S) NAME

U.S. Retail Income Fund VIII, Limited Partnership

MJH

<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/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input checked="" type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
		(2)
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
DO JUN 21 PM 2:56

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

06/21/00

RECEIVED
00 JUN 21 AM 11:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

1. U.S. Retail Income Fund VIII, 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. January 20, 2000
(State of Formation) (Date of Formation)

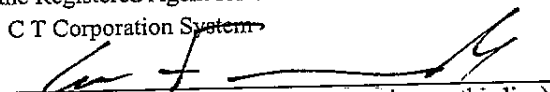
5. C T Corporation System
(Name of Registered Agent for Service of Process)

6. c/o C T 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:

C T Corporation System


(Agent must sign on this line)

ALLAN FARNELL
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

BVT Institutional Investments, Inc.

STREET ADDRESS
3350 Riverwood Parkway
Suite 1500
Atlanta, Georgia 30339

F94000005615

VuWB Investments, Inc.

The Summit at Preston Trails
17101 Preston Road, Suite 230
Dallas, Texas 75248

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

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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 2 day of June, ~~19~~ 2000

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 2 day of June, ~~19~~ 2000

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 _____

Mary C. Ward

(Notary Public Signature)

Mary C. Ward

(Notary's Printed Name)

Seal

My Commission Expires: 11/24/2001

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

J. Greer Cummings, Jr., Assistant Secretary

BEFORE ME the undersigned personally appeared of BVT Institutional Investments, Inc.
U.S. Retail Income Fund VIII,
a general partner of Limited Partnership, a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

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 \$ 3,600,000.00.

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 2 day of June, ~~xx~~ 2000.

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 2 day of June, ~~xx~~ 2000,

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 _____

Mary C. Ward
(Notary Public Signature)

Mary C. Ward
(Notary's Printed Name)

Seal

My Commission Expires: 11/24/2001