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CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) (850) 222-2666 or (800) 969-1666 Fax (850) 222-1666

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TALLAHASSEE, FLORIDA

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Foreign Ltd.

1.) *U.S. Housing Partners III, L.P. (Ltd)*
(CORPORATE NAME & DOCUMENT #)

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2.)
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DIVISION OF CORPORATION

SPECIAL INSTRUCTIONS

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**APPLICATION FOR REGISTRATION AS A
FOREIGN LIMITED PARTNERSHIP OF
U.S. HOUSING PARTNERS III, L.P.**

1. **Name.** The name of the limited partnership in its home state is: **U.S. HOUSING PARTNERS III, L.P.**

2. **State and Date of Formation.** The limited partnership was formed in the state of Delaware on April 20, 2001. FEIN No. 68-0474030

3. **Registered Office and Agent.** The street address of the initial registered office of the limited partnership is c/o Piper Marbury Rudnick & Wolfe LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602, and the name of its Registered Agent at such address is Dana Grutchfield.

4. **Principal Office and Mailing Address.** The mailing address and principal place of business of the limited partnership is: 2950 Buskirk Avenue, #312, Walnut Creek, CA 94569.

5. **General Partner.** The name and business address of the general partner are:

Bridge-236 III, L.P.
2950 Buskirk Avenue #312
Walnut Creek, CA 94569

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6. **Recordkeeping Office.** The address of the office where the names and addresses of the limited partners and their capital contributions (the "Records") are kept is:

Piper Marbury Rudnick & Wolfe LLP
101 E. Kennedy Boulevard, Suite 2000
Tampa, FL 33602

The limited partnership will undertake to keep the Records until its registration in Florida is canceled or withdrawn.

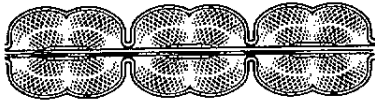
Under penalties of perjury, I, the undersigned officer of the General Partner of the Partnership, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

BRIDGE-236 III, L.P., a California limited partnership

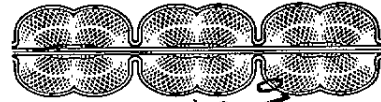
By: **BRIDGE PARTNERS II LLC** a California limited liability company, General Partner

By: Steven Klein
Name: STEVEN KLEIN
Title: MANAGING MEMBER

CALIFORNIA



ALL-PURPOSE



ACKNOWLEDGEMENT

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STATE OF CALIFORNIA)

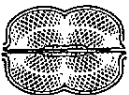
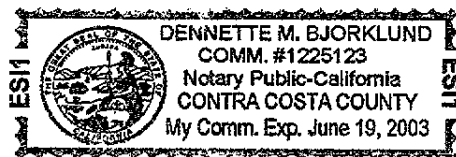
COUNTY OF Contra Costa)

On 10/26/01 before me, Dennette M. Bjorklund,
DATE NAME, TITLE OF OFFICER - (E.G., "JANE DOE, NOTARY PUBLIC")

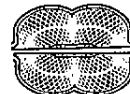
personally appeared, Steven S. Klein
personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s)
whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/
they executed the same in his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted,
executed the instrument.

WITNESS my hand and official seal.

Dennette M. Bjorklund (SEAL)
NOTARY PUBLIC SIGNATURE



OPTIONAL INFORMATION



TITLE OR TYPE OF DOCUMENT _____

DATE OF DOCUMENT _____ NUMBER OF PAGES _____

SIGNER(S) OTHER THAN NAMED ABOVE _____

STATE OF _____
COUNTY OF _____

On _____ day of _____, 2001,

_____ Of BRIDGE PARTNERS II LLC., a California limited liability company,
General Partner of BRIDGE-236 III, L.P, a California limited liability company, general partner of
U.S. Housing Partners III, L.P., a Delaware limited partnership, personally appeared before me,
_____ who is personally known to me or _____ whose identity I proved on the basis of
_____.

Notary Public


[Printed Name]

My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and designated to accept service of process for the above limited partnership at the place designated herein, I hereby agree to act in this capacity. I am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 10-29, 2001



Dana Grutchfield, Registered Agent

**AFFIDAVIT OF CAPITAL CONTRIBUTION
FOR A FOREIGN LIMITED PARTNERSHIP**

U.S. HOUSING PARTNERS III, L.P.

STATE OF CALIFORNIA
COUNTY OF CONTRA COSTA

The undersigned, General Partner of **U.S. HOUSING PARTNERS III, L.P.**, Delaware limited partnership, certifies that: (i) the amount of capital contributions of the limited partners is \$1,800,000.00 and (ii) the anticipated amount of the capital contributions of the limited partners that are allocated for purposes of transacting business in Florida is \$620,000.00

Dated 10/26, 2001.

BRIDGE-236 III, L.P., a California limited partnership

By: **BRIDGE PARTNERS II LLC** a California limited liability company, General Partner

By: *SKlein*
Name: STEVEN KLEIN
Title: MANAGING MEMBER

STATE OF _____
COUNTY OF _____

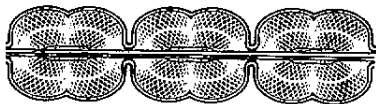
On _____ day of _____, 2001,
_____ Of **BRIDGE PARTNERS II LLC**, a California limited liability company, General Partner of **BRIDGE-236 III, L.P.**, a California limited liability company, general partner of **U.S. Housing Partners III, L.P.**, a Delaware limited partnership, personally appeared before me, _____ who is personally known to me or _____ whose identity I proved on the basis of _____

Notary Public

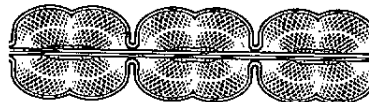
[Printed Name]

My Commission Expires: _____

CALIFORNIA



ALL-PURPOSE



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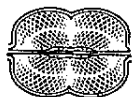
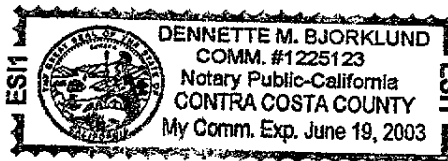
On 10/26/01
DATE

before me, Dennette M. Bjorklund
NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

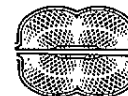
personally appeared, Steven S. Klein
personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Dennette M. Bjorklund (SEAL)
NOTARY PUBLIC SIGNATURE



OPTIONAL INFORMATION



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DATE OF DOCUMENT _____ NUMBER OF PAGES _____

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