

BO4 000000191

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

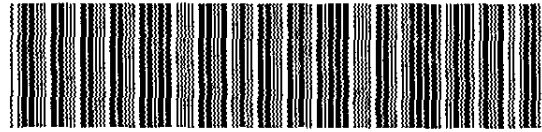
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
04 MAY -6 AM 7:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
04 MAY -6 PM 4:29
STATE REGISTRATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 617753 5160089
AUTHORIZATION : Patricia Pignotti
COST LIMIT : \$ 1,785.00

FILED
04 MAY - 6 AM 7:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 5, 2004
ORDER TIME : 2:11 PM
ORDER NO. : 617753-005
CUSTOMER NO: 5160089
CUSTOMER: Mr. Scott R. Campbell
Amb Property Corporation
Pier 1
Bay1
San Francisco, CA 94111

FOREIGN FILINGS

NAME: AMB INSTITUTIONAL ALLIANCE
FUND II, L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene_Ward -- EXT# 2935

EXAMINER: _____

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

04 MAY -6 AM 7:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. AMB Institutional Alliance Fund II, L.P.
(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. December 7, 2000
(State of Formation) (Date of Formation)

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

6. 1201 Hays Street
(Street Address of Registered Office)

Tallahassee, Florida 32301
(City) (Zip Code)

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

 **Lynette Coleman**
as its agent
(Agent must sign on this line)

8. Corporation Service Company
2711 Centerville Road, Suite 400, Wilmington, DE 19808
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>AMB Property, L.P.</u>	<u>Pier 1, Bay 1, San Francisco, CA 94111</u>

B9700000636

10. Pier 1, Bay 1, San Francisco, CA 94111
(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.

12. Pier 1, Bay 1, San Francisco, CA 94111

(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.

Signed this 30th day of April, 2004

Tamra Browne
General Partner

*SEE ATTACHED PAGE

STATE OF California

COUNTY OF San Francisco

On this 30th day of April, 2004

Tamra Browne, personally appeared before me,

who is personally known to me

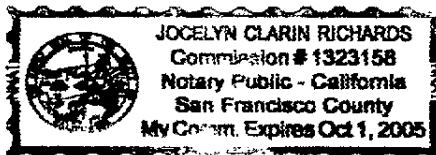
whose identity I proved on the basis of _____

Joelyn Clarin Richards
(Notary Public Signature)

JOCELYN CLARIN RICHARDS
(Notary's Printed Name)

Seal

My Commission Expires: October 1, 2005



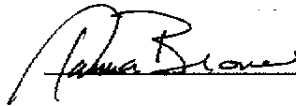
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Tamra Browne on behalf of AMB Property, L.P., a general partner of AMB Institutional Alliance Fund II, L.P., 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 \$ 10,165,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 10,165,000.

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.

Signed this 30th day of April, 2004.



*SEE ATTACHED PAGE

General Partner

STATE OF California

COUNTY OF San Francisco

On this 30th day of April, 2004,

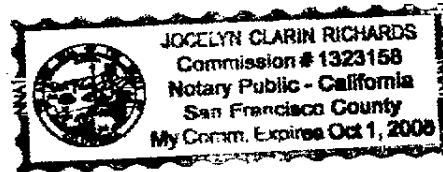
Tamra Browne, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____


(Notary Public Signature)

JOCELYN CLARIN RICHARDS
(Notary's Printed Name)



Seal

My Commission Expires: October 1, 2005

**APPLICATION *by* FOREIGN LIMITED PARTNERSHIP
for AUTHORIZATION *to* TRANSACT BUSINESS *in* FLORIDA
of
AMB INSTITUTIONAL ALLIANCE FUND II, L.P.**

Signature Page

AMB Institutional Alliance Fund II, L.P.,
a Delaware limited partnership

By: AMB Property, L.P.,
a Delaware limited partnership,
its General Partner

By: AMB Property Corporation,
a Maryland corporation,
its General Partner

By: /s/ TAMRA BROWNE
Tamra Browne, Senior Vice President,
General Counsel and Secretary