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(Address)

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(Business Entity Name)

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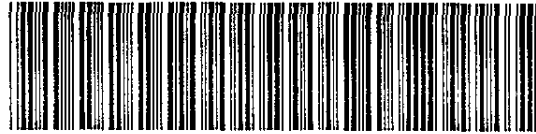
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2004 DEC - 1 PM 12:15
CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN DEC 1 2004



AMB PROPERTY CORPORATION

Alison M. Hill
AMB Property Corporation
Pier 1, Bay 1
San Francisco, CA 94111

October 29, 2004

Florida Department of State
Registration Section

Division of Corporations

P.O. Box 6327
Tallahassee, FL 32314

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2004 DEC - 1 PM 12:15
TALLAHASSEE, FLORIDA

Dear Madam:

Pursuant to Fla. Stat. ch. 620, enclosed is an Application by Foreign Limited Partnership for Authorization to Transact Business in Florida and Affidavit of Capital Contribution for a Foreign Limited Partnership for AMB Institutional Alliance Fund III, L.P. Also enclosed is the filing fee of \$1,750, \$35 for the designation of a registered agent, and the certified copy fee of \$52.50. If you have any questions, you may reach me by telephone at (415) 733-9499 and by facsimile at (415) 477-2199.

Please acknowledge receipt of this filing by file-stamp endorsing the enclosed extra copy of this cover letter, in the postage paid envelope that has also been enclosed for your convenience.

Sincerely,

Alison M. Hill

- Enclosures Application for Authorization to Conduct Business (2 copies)
- Affidavit (2 copies)
- \$1,750 filing fee, \$35 designation fee, and \$52.50 certified copy fee



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 029775 5160089
AUTHORIZATION :
COST LIMIT : \$ PPD

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CORPORATIONS
TALLAHASSEE, FLORIDA

ORDER DATE : November 30, 2004
ORDER TIME : 9:44 AM
ORDER NO. : 029775-005
CUSTOMER NO: 5160089
CUSTOMER: Ms. Merinda Prater
Amb Property Corporation
Pier 1
Bay1
San Francisco, CA 94111

REC'D
DEC 29
CORPORATIONS

FOREIGN FILINGS

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

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 18, 2004

RESUBMIT

ALISON M. HILL

PIER 1, BAY 1
SAN FRANCISCO, CA 94111

SUBJECT: AMB INSTITUTIONAL ALLIANCE FUND III, L.P.
Ref. Number: W04000042489

We have received your document for AMB INSTITUTIONAL ALLIANCE FUND III, L.P. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 304A00065764

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

1. AMB INSTITUTIONAL ALLIANCE FUND III, L.P.
(Name of limited partnership as it is in the home state)

2. AMB INSTITUTIONAL ALLIANCE FUND III, LIMITED PARTNERSHIP
(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. 10/25/04
(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)

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TALLAHASSEE, FLORIDA
CORPORATION SERVICES

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

Cynthia L. Harris **Cynthia L. Harris**
(Agent must sign on this line) **as its agent**

8. 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</u>
<u># B917000000636</u>	<u>San Francisco, CA 94111</u>

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 _____ day of _____, _____.

SEE EXHIBIT A

General Partner

STATE OF California

COUNTY OF San Francisco

On this 29th day of October, 2004

Alison M. Hill, personally appeared before me,

who is personally known to me

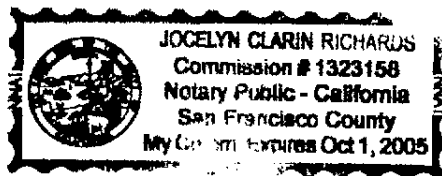
whose identity I proved on the basis of _____

Joelyn Clarin Richards
(Notary Public Signature)

Joelyn Clarin Richards
(Notary's Printed Name)

Seal

My Commission Expires: October 1, 2005



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CORPORATIONS
TALLAHASSEE, FLORIDA

**EXHIBIT A
TO
APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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 29 day of October, 2004.

AMB INSTITUTIONAL ALLIANCE FUND III, 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: Alison M Hill
Name: Alison M Hill
Title: SVP

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ALLIANCE FUND III, L.P.,
INCORPORATIONS
ALLIANCE FUND III, L.P.,
FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared _____
a general partner of _____, a (an) _____
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ 170,000,000.00
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 9,600,000.00

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.

Signed this _____ day of _____, _____.

See Exhibit A
General Partner

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TALLAHASSEE, FLORIDA

STATE OF California
COUNTY OF San Francisco

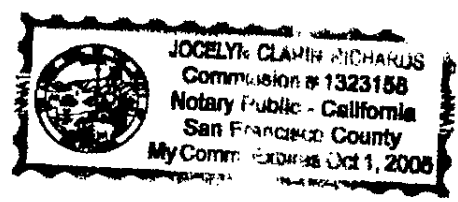
On this 29th day of October, 2004,

Alison M. Hill, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

Joelyn Clarin Richards
(Notary Public Signature)

Joelyn Clarin Richards
(Notary's Printed Name)



Seal My Commission Expires: October 1, 2005

EXHIBIT A
TO
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN 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 29 day of October, 2004.

AMB INSTITUTIONAL ALLIANCE FUND III, 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: Alison M Hill
Name: Alison M Hill
Title: SVP

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