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FOREIGN LIMITED PARTNERSHIP**THE REALTY ASSOCIATES FUND VII, L.P.**

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W05-7020

J. BRYAN FEB 17 2005

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 10, 2005

CORPORATION SERVICE COMPANY

SUBJECT: THE REALTY ASSOCIATES FUND VII, L.P.
REF: W05000007020

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 10 days or your filing will be considered abandoned.

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Joey Bryan
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** PLS. give original submission date as file date.*

Thank you.

H05000033975 3

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

1. The Realty Associates Fund VII, 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. May 21, 2004
(State of Formation) (Date of Formation)
5. Corporation Service Company
(Name of Registered Agent for Service of Process)
6. 1201 Nays Street
(Street Address of Registered Office)
- Tallahassee Florida 32301
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:
Corporation Service Company
By: [Signature] Att. V.R.
(Agent must sign on this line)
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
- #M05000000861
Realty Associates Fund VII LLC, 28 State St., 10th Fl. Boston, MA 02109
- #F05000001019
Realty Associates Fund VII Texas Corporation, 28 State St., 10th Fl., Boston, MA 021
10. 28 State Street, 10th Floor, Boston, MA 02109
(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.

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CONTINUED

H05000033975 3

H05000033975 3

12 The Realty Associates Fund VII, L.P.

28 State Street, 18th Floor, Boston, MA 02109

(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 1st day of February, 2005

Michael Runne
General Partner

STATE OF Massachusetts

COUNTY OF Suffolk

On this 1st day of February, 2005

Michael Runne personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Denise DeAngelis
(Notary Public Signature)

Denise DeAngelis
(Notary's Printed Name)

Seal

My Commission Expires:



DENISE D. DeANGELIS
Notary Public
Commonwealth of Massachusetts
My Commission Expires
June 20, 2008

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TALLAHASSEE, FLORIDA

H05000033975 3

H 05000033975 3

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared MICHAEL RUANE, President of
a general partner of THE REATY ASSOCIATES FUND, 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 \$ 0.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.

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 1ST day of FEBRUARY, 2005.

Michael Ruane
General Partner

STATE OF MASSACHUSETTS
COUNTY OF SUFFOLK

On this 1ST day of February, 2005.

Michael RUANE, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Denise DeAngelis
(Notary Public Signature)

Denise DeAngelis
(Notary's Printed Name)

Seal

My Commission Expires:



DENISE D. DeANGELIS
Notary Public
Commonwealth of Massachusetts
My Commission Expires
June 20, 2008

H 05000033975 3