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FOREIGN LIMITED PARTNERSHIP

Net Lease Funding 2005, LP

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$109.55

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

1. Net Lease Funding 2005, LP
(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. 02/02/2005
(State of Formation) (Date of Formation)

5. Debra March
(Name of Registered Agent for Service of Process)

6. 450 South Orange Avenue
(Street Address of Registered Office)

Orlando, Florida 32801
(City) (Zip Code)

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

By: Debra March
(Agent must sign on this line)

8. The Corporation Trust Center
1209 Orange Street, Wilmington, DE 19801
(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>Net Lease Funding 2005, LLC</u>	<u>450 South Orange Avenue, Orlando, FL 32801</u>

M05-954

10. c/o Net Lease Funding 2005, LLC, 450 South Orange Avenue, Orlando, FL 32801
(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of limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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TALLAHASSEE, FLORIDA

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12 c/o Net Lease Funding 2005, LLC, 450 South Orange Avenue, Orlando, FL 32801

(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 21 day of February, 2005

General Partner

STATE OF FLORIDA

COUNTY OF ORANGE

On this 21st day of February, 2005

personally appeared before me,

who is personally known to me

whose identity I proved on the basis of

Den M. Goejer
(Notary Public Signature)

(Notary's Printed Name)

Den M Goejer
My Commission D0346368
Expires August 12, 2006

Seal My Commission Expires

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Robert E. Lawless, SUP & TREASURER OF NET LEASE FUNDING 2005, LP a general partner of NET LEASE FUNDING 2005, LP 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 \$ 916,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 9,1100.

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 21 day of February, 2005

General Partner

STATE OF FLORIDA

COUNTY OF ORANGE

On this 21st day of February, 2005

personally appeared before me,

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

Den M. Gault
(Notary Public Signature)

(Notary's Printed Name)



Den M Gault
My Commission DC0348368
Expires August 12, 2008

Seal My Commission Expires: _____

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

NET LEASE FUNDING 2005, LP

2. The name and the Florida street address of the registered agent and office are:

DEBRA MARCH

(Name)

450 SOUTH ORANGE AVENUE

Florida Street Address (P.O. Box NOT ACCEPTABLE)

ORLANDO

FL

32801

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

By:

Debra March

(Signature)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)