

10-21-09

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From: RUDEN

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
Phone : (954) 527-2428
Fax Number : (954) 333-4001

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FLORIDA/FOREIGN LP/LLP

Cabot Diversified REIT 1 Operating Partnership LLLP

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$1,061.25

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October 20, 2009

FLORIDA DEPARTMENT OF STATE

RUDEN, MCCLOSKEY, SMITH, SCHUSTER. Division of Corporations

SUBJECT: CABOT DIVERSIFIED REIT 1 OPERATING PARTNERSHIP LLLP
REF: WQ9000046678

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax 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 limited partnership must have an active registration/filing on file with this office before this filing can 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 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Regulatory Specialist II

FAX Aud. #: H09000223088
Letter Number: 609A00033484

RECEIVED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA**

Cabot Diversified REIT 1 Operating Partnership LLLP

1. (Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)
Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.

2. Delaware 3. 09/14/2009
 State or Country of Formation Date of Formation

4. CT Corporation System
 Name of Registered Agent for Service of Process
1200 S. Pine Island Road

5. Plantation, Florida 33324
 Florida street address for Registered Agent

6. *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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Madonna Cuddihy
 Signature of Registered Agent

Madonna Cuddihy
Special Assistant Secretary

7. 55 Fifth Avenue, 13th Floor, New York, New York 10003
 Principal office address

8. If limited partnership is a limited liability limited partnership, check box ☒

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9. 55 Fifth Avenue, 13th Floor, New York, New York 10003

(Mailing address)

10. Name, principal office address, and mailing address of each general partner:

Cabot Diversified REIT 1, Inc.

55 Fifth Ave., 13th Floor

Name

FO9-4162

New York, New York 10003

(same)

Mailing Address

Name

Street Address

Mailing Address

Name

Street Address

Mailing Address

Name

Street Address

Mailing Address

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TALLAHASSEE, FLORIDA

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_____ Name	_____ Street Address
	_____ Mailing Address
_____ Name	_____ Street Address
	_____ Mailing Address

11. Effective date, if other than the date of filing: upon filing

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this _____ day of October, 2009

Signature of a general partner:

Carlton P. Cabot
Carlton P. Cabot, President

Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$ 52.50
Certificate of Status (optional):	\$ 8.75

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TALLAHASSEE, FLORIDA

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CABOT DIVERSIFIED REIT 1 OPERATING PARTNERSHIP, LLLP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF OCTOBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
DELAWARE, FLORIDA

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at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7568268

DATE: 10-06-09