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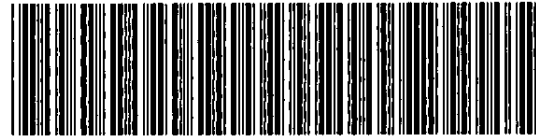
(Business Entity Name)

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DATE: 8/12/13

NAME: WHEELER REIT, LP

TYPE OF FILING: APPLICATION

COST: 1,000.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE PAUL HODGE

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

1. Wheeler REIT, LP
(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. Virginia 3. April 5, 2012
State or Country of Formation Date of Formation

4. Federal Employer Identification Number: 32-0383455

5. Name of Registered Agent for Service of Process and Florida Street Address:

National Corporate Research, Ltd., Inc.

155 Office Plaza Drive

Tallahassee, Florida 32301

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.

Colleen McMahon
Signature of Registered Agent

7. Principal Office:

8. Mailing Address:

2529 Virginia Beach Blvd. Suite 200
Virginia Beach, VA 23452

2529 Virginia Beach Blvd. Suite 200
Virginia Beach, VA 23452

9. If limited partnership is a limited liability limited partnership, check box.

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

Name of General Partner: Wheeler Real Estate Investment Fund, LP Name of General Partner: _____

Street Address: 2529 Virginia Beach Blvd. Suite 200 Street Address: _____

Virginia Beach, VA 23452

Mailing Address: 2529 Virginia Beach Blvd. Suite 200 Mailing Address: _____

Virginia Beach, VA 23452

Name of General Partner: _____ Name of General Partner: _____

Street Address: _____ Street Address: _____

Mailing Address: _____ Mailing Address: _____

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Name of General Partner: _____ Name of General Partner: _____

Street Address: _____ Street Address: _____

Mailing Address: _____ Mailing Address: _____

11. Effective date, if other than the date of 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 29 day of July, 20 13.

By: Wheeler Real Estate Investment

Trust, Inc., its General Partner

By:



President

Signature of a general partner

The individual signing this document affirm that the facts stated herein are true and the individual is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

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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Commonwealth of Virginia



State Corporation Commission

CERTIFICATE OF FACT

I Certify the Following from the Records of the Commission:

A certificate of limited partnership was filed with the Commission on behalf of Wheeler REIT, L.P., a limited partnership formed under the laws of VIRGINIA, effective as of April 05, 2012.

As of the date below, this certificate of limited partnership is in effect and the limited partnership is current in the payment of all annual registration fees assessed against it by the Commission.

As of the date below, articles of cancellation have not been filed in this office by Wheeler REIT, L.P., a Virginia limited partnership.

Nothing more is hereby certified.

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*Signed and Sealed at Richmond on this Date:
August 12, 2013*



Joel H. Peck
Joel H. Peck, Clerk of the Commission