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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

900001715829

-02/15/96--01063--022

\*\*\*\*\*8.75 \*\*\*\*\*8.75

U.S. Retail Income Fund II, Limited Partnership

900001715829

-02/15/96--01063--023

\*\*\*1785.00 \*\*\*1785.00

Profit

NonProfit

Amendment

Merger

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Limited Partnership

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Annual Report

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CR2E031 (1-89)

Florida Department of State, Jim Smith, Secretary of State

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

FIELD OFFICE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB 13 PM 1:12

1. U. S. Retail Income Fund II, Limited Partnership  
(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. February 5, 1996  
(State of Formation) (Date of Formation)

6. C T CORPORATION SYSTEM  
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road  
(Street Address of Registered Office)

Plantation, Florida 33324  
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.  
Mary R. Adams  
(Officer must sign on this line)  
Mary R. Adams, Asst. Sec. CT Corporation System  
(Type Name and Title of Officer)

8. 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. NAME OF GENERAL PARTNERS	<u>F94000005615</u>	SPECIFIC ADDRESS
BVT Institutional Investments, Inc.		424 Church Street, Suite 1200 Nashville, TN 37219
<del>64</del> VuWB Investments, Inc.		575 Fifth Avenue, 17th Floor New York, NY 10017
	<u>F94000005616</u>	

10. 424 Church Street, Suite 1200, Nashville, TN 37219  
(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 cancelled or withdrawn.

12. 424 Church Street, Suite 1200, Nashville, TN 37219  
(Mailing Address of Limited Partnership)

THE STATE  
SECRETARY OF CORPORATIONS  
DIVISION  
96 FEB 13 PM 1:12

This 9th day of February, 1996.  
BVT Institutional Investments, Inc.

By: [Signature]  
General Partner J. Groor Cummings, Jr.,  
Assistant Secretary

STATE OF TENNESSEE

COUNTY OF DAVIDSON

THE FOREGOING instrument was acknowledged and sworn to before me this 9th day of February, 1996, by J. Groor Cummings, Jr., Asst. Secretary of BVT Institutional Investments, Inc. (Name of General Partner) of

U. S. Retail Income Fund II, Limited Partnership  
(Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

[Signature]  
Notary Public  
State of Tennessee at Large

(SEAL) My Commission Expires: 5/30/99

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, personally appeared J. Greor Cummings, Jr., Asst. Secretary of BVT Institutional Investments, Inc. general partner of U.S. Retail Income Fund II, L.P. / L.P. (an) Partnership Delaware, limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ 1,000.00.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 2,300,000.00.

This 9th day of February, 1996.

**FURTHER AFFIANT SAYETH NOT.**

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

FILED  
SECRETARY OF FINANCE  
DIVISION OF CORPORATIONS  
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General Partner  
BVT Institutional Investments, Inc.  
By: J. Greor Cummings, Jr.  
Assistant Secretary

STATE OF TENNESSEE  
COUNTY OF DAVIDSON  
DATE February 9, 1996

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared J. Greor Cummings, Jr., Asst. Secretary of BVT Institutional Investments, Inc. (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of February, 1996.

Amy C. Peiffer  
Notary Public

Seal State of Tennessee at Large  
My Commission Expires: 5/30/99