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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

FILED  
STATE  
SECRETARY OF CORPORATIONS  
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\*\*\*1802.50 \*\*\*1802.50

US Retail Income Fund III, Limited Partnership

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

Limited Liability Co.

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☒ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

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G. TAX \_\_\_\_\_  
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R. AGENT FEE \_\_\_\_\_ 3500  
C. COPY \_\_\_\_\_ 17.50  
TOTAL \_\_\_\_\_ 1802.50  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
OFFICE \_\_\_\_\_

mk  
11/14/96

CR2E031 (1-89)

Florida Department of State, Jim Smith, Secretary of State

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

1. U.S. Retail Income Fund III, 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  
(State of Formation)
4. October 23, 1996  
(Date of Formation)
5. CT 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.  
CT CORPORATION SYSTEM  
(Officer must sign over) **JEANETTE FAULTMAN**  
**ASSISTANT SECRETARY**  
(Type Name and Title of Officer)
8. Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801  
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)
9. NAME OF GENERAL PARTNERS  
BVT Institutional Investments, Inc.  
VuWB Investments, Inc.  
SPECIFIC ADDRESS  
424 Church Street, Suite 1200  
Nashville, TN 37219  
575 Fifth Avenue, 17th Floor  
New York, NY 10017
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)

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SECRETARY OF CORPORATIONS  
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This 11th day of November, 19 96.

BVT INSTITUTIONAL INVESTMENTS, INC.

By: [Signature]  
General Partner

Name: Bruce E. Nelson  
Title: Vice-President

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Bruce E. Nelson, Vice-President of  
THE FOREGOING instrument was acknowledged and sworn to before me this 11th day  
of November, 1996, by BVT Institutional Investments, Inc. (Name of General Partner) of  
Inc.

U.S. Retail Income Fund III, 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:

11-22-97

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DIVISION OF CORPORATIONS  
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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

Bruce E. Nelson, Vice-President of  
BEFORE ME, the undersigned, personally appeared BVT Institutional Investments, Inc.  
general partner of U.S. Retail Income Fund III, \*, a (an) \*Limited 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 \$ 7,174,000.

This 11th day of November, 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.

General Partner  
BVT INSTITUTIONAL INVESTMENTS, INC.  
By: [Signature], Vice-President

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STATE OF TENNESSEE  
COUNTY OF DAVIDSON  
DATE November 11, 1996

\* Bruce E. Nelson, Vice-President of

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 \*BVT Institutional Investments, Inc. (General Partner, known to me and know 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 WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11th day of November, 1996.

[Signature]  
Notary Public

Seal

State of Tennessee at Large  
My Commission Expires:  
11.22.97