FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

Typed or Printed Name of General Partner Signing Form

FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS LIMITED PARTNERSHIP Sandra B. Mortham ANNUAL REPORT Secretary of State 1999 DIVISION OF CORPORATIONS 98 DEC 22 PM 1: 20 **DOCUMENT#** 1. Name of Limited Partnership B96000000430 U.S. RETAIL INCOME FUND III, LIMITED PARTNERSHIP 5a. Capital Contributions as Shown on record. Mailing Address Principal Office Address 11/14/1996 9350 CUMBERLAND CIRCLE, S 1500 3950 CHMBERLAND CIRCLE: 3-1500 \$7,174,000.00 ATLANTA GA 30339 ATLANTA GA 30339 3a. Date of Last Report 01/23/1998 5b. Amount of Capital Contributions in FLORIDA to date: 4. State or Country of Formation 2a. Principal Office Address Mailing Address 3350 Riverwood PKWY. 3350 Riverwood Pkwy DE Suite, Apt. #, etc. Ste. 1500 Suite, Apt. #, etc. 6. FEI Number 📮 Applied For Ste 1500 Not Applicable 62-1663247 City & State City & State \$8.75 Additional Fee Required 7. Certificate of Status Desired Zip Country Zip Country 8. Make check psyable to: Dept. of State (See reverse side for fee information) Name and Address of Current Registered Agent 10. If changed, new Registered Agent/Office C T CORPORATION SYSTEM Street Address (P.O. Box Number Is Not Acceptable) 1200 SOUTH PINE ISLAND ROAD Suite, Apt. #, etc. PLANTATION FL 33324 City Zip Code 10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida, Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes. SIGNATURE (Registered Agent Accepting Appointment). DATE A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE. 11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) Registration/ 11. Name(s) of General Partner(s) City, State & Zip Code 11c. 11b. Document Number BVT INSTITUTIONAL INVESTMENT 3350 CUMBERLAND CIRCL ATLANTA GA 30339 F94000005615 NEW YORK NY 10017 VUWB INVESTMENTS, INC. 575 FIFTH AVENUE, 17T F94000005616 500002738765--8 -01/12/99--01095--012_ ****141.25 ****141.25 Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner. 12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee

11.19.97

Daytime Telephone Number

770-618-3502