



THE UNITED STATES
CORPORATION
COMPANY

B97000000602

ACCOUNT NO. : 072100000032

REFERENCE : 592339 5024829

AUTHORIZATION : 300002345823--2

COST LIMIT : \$ 1,846.25 ***1846.25 ***1846.25

ORDER DATE : November 6, 1997

ORDER TIME : 10:45 AM

ORDER NO. : 592339-010

CUSTOMER NO: 5024829

CUSTOMER: Mr. Fred Blum
Prudential Timber Investments,
P.O. Box 990407
800 Boylston Street
Boston, MA 02199

FILED
97 NOV -7 PM 1:44
TALLAHASSEE FLORIDA
SECRETARY OF STATE

FOREIGN FILINGS

NAME: PRUTIMBER FUND FIVE LIMITED
PARTNERSHIP

G. TAX _____
FILING 1750.00
R. AGENT FEE 35.00
C. COPY 61.25
TOTAL \$ 1,846.25
N. BANK _____
BALANCE DUE _____
REFUND _____

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

RECEIVED
97 NOV -7 AM 11:27
DIVISION OF CORPORATION
11/7/97

Florida Department of State, Sandra B. Mortham, Secretary of State

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

FILED
97 NOV - 14 PM 1:44
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

1. PruTimber Fund Five Limited Partnership
(Name of limited partnership as it is in the home state)
2. -same-
(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. October 28, 1997
(State of Formation) (Date of Formation)

5. Corporation Service Company
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street
(Street Address of Registered Office)
- Tallahassee, Florida 32301
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.
Corporation Service Company
- By: *Theresa Whelan* Asst VP
(Agent must sign on this line)

8. 1013 Centre Road, Wilmington, DE 19805
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Prudential Timber Investments, Inc.

800 Boylston Street
P.O. Box 990407
Boston, MA 02199

FA 6000005107

10. Same as above.
(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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

CONTINUED

12. PruTimber Fund Five Limited Partnership
c/o Prudential Timber Investments, Inc.
P.O. Box 990407 - 800 Boylston Street - Boston, MA 02199
(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This day of 3rd, November, 19 97

FILED
97 NOV -7 PM 1:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

John M. Lord, Jr.

General Partner John M. Lord, Jr., Managing
Director of Prudential Timber Investments, Inc. - General Partner for
PruTimber Fund Five LP.

STATE OF Massachusetts

COUNTY OF Suffolk

On this 3rd day of November, 19 97,

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Deborah A. Callahan
(Notary Public Signature)

Deborah A. Callahan
(Notary's Printed Name)

My Commission Expires: October 28, 1999

Seal

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED
PARTNERSHIP**

BEFORE ME the undersigned personally appeared John M. Lord, Jr. of
Prudential Timber Investments, Inc.,
a general partner of PruTimber Fund Five LP (an) Delaware limited partnership,
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 70,070,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 28,000,000.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 3rd day of November, 19 97.


General Partner

John M. Lord, Jr., Managing
Director of Prudential Timber
Investments, Inc. - General
Partner for PruTimber Fund Five LP

STATE OF Massachusetts

COUNTY OF Suffolk

On this 3rd day of November, 19 97,

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

Deborah A. Callahan
(Notary's Printed Name)

Seal

My Commission Expires: October 28, 1999

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NOV - 7 PM 1:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA