

B98000000041

Sunstate Research
Requestor's Name

Address

City/State/Zip Phone #

500002408205-4
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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. BRE/Amelia Partners L.P.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
 98 JAN 15 PM 4:30
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Walk in
 Pick up time _____
 Certified Copy
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

B58-41

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
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 98 JAN 16 PM 3:18
 DIVISION OF CORPORATION

CoraforLP
FF\$87.50
Cert \$52.50

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State

RECEIVED
 98 JAN 20 AM 11:46
 DIVISION OF CORPORATION

January 16, 1998

SUNSTATE RESEARCH

TALLAHASSEE, FL

SUBJECT: BRE/AMELIA PARTNERS L.P.
 Ref. Number: W98000001200

We have received your document for BRE/AMELIA PARTNERS L.P. and check(s) totaling \$192.50. However, your check(s) and document are being returned for the following:

The \$192.50 check you have sent is in EXCESS of the amount required. With "zero" contributions allocated for Florida, the filing fee would be \$52.50. With the \$35.00 R.A. fee and the \$52.50 CERTIFIED COPY fee, the TOTAL AMOUNT REQUIRED would only be \$140.00.

ALSO, before this partnership can be filed, its general partner -- BRE/AMELIA L.L.C. -- must complete its qualification.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
 Corporate Specialist

Letter Number: 198A00002708

SECRETARY OF STATE
 DIVISION OF CORPORATION
 98 JAN 16 PM 4:30
 FILED

*Corrected
 * please have
 dated 1/16/98**

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

1. BRE/Amelia Partners L.P. (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. 12/11/97 (Date of Formation)

5. Corporation Company of Miami (Name of Registered Agent for Service of Process) 201 S. Biscayne Boulevard 1600 Miami Center

6. Miami, Florida 33131 (City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process: Corporation Company of Miami By: Jill B. Zammas, (Agent must sign on this line) Assistant Secretary 345 Park Avenue

8. New York, NY 10154 (Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS BRE/Amelia L.L.C. M48-469 345 Park Avenue, New York, NY 10154

10. 345 Park Avenue, New York, NY 10154 (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 canceled or withdrawn.

CONTINUED

FILED 98 JAN 19 PM 4:30 SECRETARY OF STATE

12. 345 Park Avenue, New York, NY 10154

(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 13th day of January, 19 98

BRE/Amelia Partners L.P.
By: BRE/Amelia L.L.C., General Partner
BY: Jonathan Gray
General Partner
Jonathan Gray, Vice President

STATE OF New York

COUNTY OF New York

On this 13th day of January, 19 98

Jonathan Gray personally appeared before me,

who is personally known to me

whose identity I proved on the basis of passport

SECRETARY OF STATE
98 JAN 16 PM 4:30
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Elaine Chou
(Notary Public Signature)

Elaine Chou
(Notary's Printed Name)

ELAINE CHOU
NOTARY PUBLIC, State of New York
No. 01CH5081873
Qualified in New York County
Commission Expires July 14, 1999

Seal My Commission Expires: _____

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Jonathan Gray, Vice President of
a general partner of BRE/Amelia Partners L.P., a(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 \$ 45,540,000.00
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.

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 13th day of January, 19 98
BRE/Amelia L.L.C., General Partner

By: Jonathan Gray
General Partner
Jonathan Gray, Vice President

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09 JAN 15 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF New York
COUNTY OF New York

On this 13th day of January, 19 98,

Jonathan Gray, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of passport

Elaine Chou
(Notary Public Signature)

Elaine Chou
(Notary's Printed Name)

ELAINE CHOU
NOTARY PUBLIC, State of New York
No. 01CB5081873
Qualified in New York County
Commission Expires July 14, 1999

Seal

My Commission Expires: _____