



THE UNITED STATES
CORPORATION
COMPANY

F00000006532

ACCOUNT NO. : 072100000032

REFERENCE : 903842 4383898

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ 87.50

FILED
NOV 21 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 17, 2000

ORDER TIME : 10:59 AM

ORDER NO. : 903842-030

CUSTOMER NO: 4383898

500003473075--9

CUSTOMER: Ms. Kit Kelly
General Investment &
Suite 2000
600 Atlantic Avenue
Boston, MA 02210

FOREIGN FILINGS

NAME: WINDSOR REALTY FUND-IIIB
INVESTORS CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

np

11/21

RECEIVED
00 NOV 21 AM 11:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 21, 2000

NORMA HULL
CSC
TALLAHASSEE, FL

SUBJECT: WINDSOR REALTY FUND-IIIB INVESTORS CORPORATION
Ref. Number: W00000027669

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SECRETARY OF STATE
TALLAHASSEE, FL
RESUBMIT
Please give original
submission date as file date.

We have received your document for WINDSOR REALTY FUND-IIIB INVESTORS CORPORATION and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

An OFFICER, the CHAIRMAN, or the VICE CHAIRMAN must sign the statement on the second page of the application.

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: 000A00059742

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DIVISION OF CORPORATIONS
NOV 22 AM 11:02
SUFFICIENCY OF FILING

NOV 22 AM 11:02

RECEIVED
DIVISION OF CORPORATIONS
NOV 22 AM 11:02

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Windsor Realty Fund-III Investors Corporation
(Name of corporation - must include suffix)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kathleen Kelly

(Name of Person)

General Investment & Development Co.

(Firm/Company)

600 Atlantic Ave, Suite 2000

(Address)

Boston, MA 02210

(City/State and Zip code)

For further information concerning this matter, please call:

Kathleen Kelly
(Name of Person)

at (617) 973-9688 x211
(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA*

1. Windsor Realty Fund-IIIB Investors Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 04-3536813
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 15, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o General Investment & Development Co.
(Principal office address)
- 600 Atlantic Ave, Suite 2000, Boston, MA 02210
(Current mailing address)
8. real estate investment
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

AVP ROBERT BRANCH
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

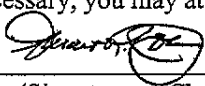
Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

Stuart R. Johnson **Vice President**

(Typed or printed name and capacity of person signing application)

00 NOV 21 PM 3:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Directors, Officers Report

WINDSOR REALTY FUND - IIIB INVESTORS CORPORATION

November 14, 2000

ADDRESS FOR ALL: 600 Atlantic Avenue, Suite 2000, Boston, MA 02210
DIRECTORS

Stuart R. Johnson	Director
Peter S. Martin	Director
Stanley B. Wyrwicz	Director

OFFICERS

Stanley B. Wyrwicz	President
Stuart R. Johnson	Vice President
Peter S. Martin	Treasurer
Stuart R. Johnson	Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WINDSOR REALTY FUND-IIIB INVESTORS CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
00 NOV 21 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

3228728 8300

AUTHENTICATION: 0794693

001574404

DATE: 11-15-00