

F02 000006234

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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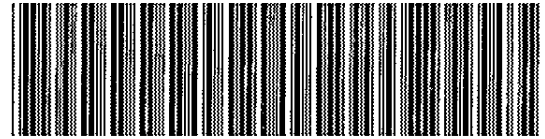
(Business Entity Name)

(Document Number)

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DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

CT CORPORATION

December 13, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

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02 DEC 16 PM 1:35
STATE
TALLAHASSEE FLORIDA

Re: Order #: 5744474 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

USA Real Estate Profit Funds III G.P., Inc. (DE)
Qualification
Florida

USA Real Estate Profit Funds III G.P., Inc. (DE)
Cert Copy of Certificate of Authority
Florida

FILE
FIRST
PLEASE

I also need a status certificate on this order! Thanks!

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

CT CORPORATION

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

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02 DEC 16 PM 1:35
CLERK OF STATE
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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. USA Real Estate Profit Funds III G.P., Inc.

(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

(State or country under the law of which it is incorporated)

3. 76-0720134

(FEI number, if applicable)

4. 12/05/02

(Date of incorporation)

5. perpetual

(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. 500 N. Akard St. Suite 4000, Dallas, TX 75201-3387

(Principal office address)

500 N. Akard St. Suite 4000, Dallas, TX 75201-3387

(Current mailing address)

8. any lawful purpose

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida 33324

(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.


(Registered agent's signature)

Michael E. Jones
Assistant Secretary

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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Dr. Karsten Media

Address: c/o Sontowski & Partner Gmbh, Sebastian Str. 31 D-91058, Erlangen, Germany

Director: Klaus-Jurgen Sontowski

Address: c/o Sontowski & Partner Gmbh, Sebastian Str. 31 D-91058, Erlangen, Germany

B. OFFICERS

President: Andre Langmann

Address: c/o Sontowski & Partner Gmbh, Sebastian Str. 31 D-91058, Erlangen, Germany

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. ANDRE LANGMANN, PRESIDENT

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

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FLORIDA

Delaware

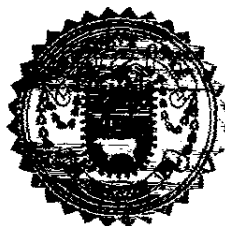
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USA REAL ESTATE PROFIT FUNDS III G.P., INC." 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 NINTH DAY OF DECEMBER, A.D. 2002.

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

FILED
02 DEC 16 PM 1:35
DELAWARE STATE
HALLWAY STREET, FLORIDA



3598287 8300

020754416

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2132926

DATE: 12-09-02