

2007 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
May 10, 2007 8:00 am
Secretary of State

05-10-2007 90021 033 ***150.00

DOCUMENT # F02000006234					
1. Entity Name USA REAL ESTATE PROFIT FUNDS III G.P., INC.					
Principal Place of Business 500 N. AKARD ST. SUITE 4000 DALLAS, TX 75201-3387			Mailing Address Tampa Bay Property Mngmnt. 8249 Kristel Circle Port Richey, FL 34668		
2. Principal Place of Business - No P.O. Box #		3. Mailing Address			
Suite, Apt. #, etc.		Suite, Apt. #, etc.			
City & State		City & State			
Zip	Country	Zip	Country	04032007 Chg-P CR2E034 (12/06)	
6. Name and Address of Current Registered Agent C T C Tampa Bay Property Mngmnt. 1200 8249 Kristel Circle PLAN Port Richey, FL 34668				7. Name and Address of New Registered Agent Name Tampa Bay Property Mngmnt. Street 8249 Kristel Circle Port Richey, FL 34668 City FL Zip Code	
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. SIGNATURE <u>James K. Mick</u> DATE _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)</small>					
FILE NOW!!! FEE IS \$150.00 After May 1, 2007 Fee will be \$550.00			9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees		
10. OFFICERS AND DIRECTORS			11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D MEDLA, KARSTEN SEBASTIAN STR. 31 D-91058 ERLANGEN, GERMANY	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D SANTOWSKI, KLAUS-JURGEN SEBASTIAN STR. 31 D-91058 ERLANGEN, GERMANY	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P LANGMANN, ANDRE SEBASTIAN STR. 31 D-91058 ERLANGEN, GERMANY	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T SIMONITS, SANDY 1 YONGE ST. STE. 1801 TORONTO, ONTARIO, CANADA, m5e 1w7	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address with all other like empowered.					
SIGNATURE: <u>James K. Mick</u> Date _____ Daytime Phone # _____ <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>					