

2008 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# F02000006234

FILED
Apr 18, 2008
Secretary of State

Entity Name: USA REAL ESTATE PROFIT FUNDS III G.P., INC.

Current Principal Place of Business:

500 N. AKARD ST.
SUITE 4000
DALLAS, TX 752013387

New Principal Place of Business:

1445 ROSS AVENUE
SUITE 3800
DALLAS, TX 752022711

Current Mailing Address:

C/O CAMREUL 1 YONGE STREET
SUITE 1801
TORONTO, CANADA, M5E- W7

New Mailing Address:

55 CITY CENTRE DR.
SUITE 800
MISSISSAUGA, ON L5B 1M3 CA

FEI Number: 76-0720134

FEI Number Applied For ()

FEI Number Not Applicable ()

Certificate of Status Desired (X)

Name and Address of Current Registered Agent:

TAMPA BAY PROPERTY MGMT
8249 KRISTEL CIRCLE
PORT RICHEY, FL 34668 US

Name and Address of New Registered Agent:

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.

SIGNATURE:

Electronic Signature of Registered Agent

Date

Election Campaign Financing Trust Fund Contribution ().

OFFICERS AND DIRECTORS:

Title: D () Delete
Name: MEDLA, KARSTEN
Address: SEBASTIAN STR. 31 D-91058
City-St-Zip: ERLANGEN, GERMANY,

Title: D () Delete
Name: SANTOWSKI, KLAUS-JURGEN
Address: SEBASTIAN STR. 31 D-91058
City-St-Zip: ERLANGEN, GERMANY,

Title: P () Delete
Name: LANGMANN, ANDRE
Address: SEBASTIAN STR. 31 D-91058
City-St-Zip: ERLANGEN, GERMANY,

Title: T () Delete
Name: SIMONITS, SANDY
Address: 1 YONGE ST. STE. 1801
City-St-Zip: TORONTO, ONTARIO, CANADA, M5E 1W7

Title: () Delete
Name:
Address:
City-St-Zip:

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: D (X) Change () Addition
Name: MEDLA, KARSTEN
Address: SEBASTIAN STR. 31 D-91058
City-St-Zip: ERLANGEN, GERMANY, XX D-91058 GE

Title: D (X) Change () Addition
Name: SONTOWSKI, KLAUS-JURGEN
Address: SEBASTIAN STR. 31 D-91058
City-St-Zip: ERLANGEN, GERMANY, XX D-91058 GE

Title: P (X) Change () Addition
Name: LANGNER, MATTHIAS
Address: SEBASTIAN STR. 31 D-91058
City-St-Zip: ERLANGEN, GERMANY, XX D-91058 GE

Title: T (X) Change () Addition
Name: SIMONITS, SANDY
Address: 55 CITY CENTRE DR., STE. 800
City-St-Zip: MISSISSAUGA, ON L5B 1M3 CA

Title: V () Change (X) Addition
Name: KOEHLER, ROBERT
Address: SEBASTIAN STR. 31 D-91058
City-St-Zip: ERLANGEN, GERMANY, XX D-91058 GE

I hereby certify that the information supplied with this filing does not qualify for the exemption stated 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 electronic 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 above, or on an attachment with an address, with all other like empowered.

SIGNATURE: SANDY SIMONITS

T

04/18/2008

Electronic Signature of Signing Officer or Director

Date