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Division of Corporations

CT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

USA Real Estate Profit Funds, Inc.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$70.00

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

FILED

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING ²⁰⁰⁴ ~~2003~~ **SUBMITTED TO**
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA. JUN - 2 A 10: 17

1. USA Real Estate Profit Funds, Inc.

(Enter name of corporation; must include "INCORPORATED", "COMPANY", "CORPORATION",
"Inc.", "Co.", "Corp.", "Inc.", "Co." or "Corp.")

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3.

52-2047901

(FBI number, if applicable)

4. 6/18/97

(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, P.S.)

7. c/o Camreal European Management Inc., One Yonge Street, Suite 1801, Toronto, Ontario CANADA M5E 1W7
(Principal office address)

c/o Camreal European Management Inc., One Yonge Street, Suite 1801, Toronto, Ontario CANADA M5E 1W7
(Current mailing address)

8. Any and all legal business purposes for which corporations may be organized

(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: _____

Assistant Secretary: William H. Millard
Address: c/o Bracewell & Patterson, L.L.P., 500 N. Akard Street, Suite 4000, Dallas, TX 75201
Treasurer: _____
Address: _____

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

13. William H. Millard, Assistant Secretary
(Signature of Director or Officer listed in number 12 of the application)

14. William H. Millard, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

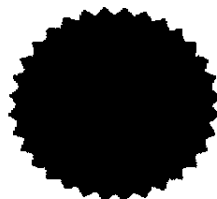
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USA REAL ESTATE PROFIT FUNDS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF MAY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

2763781 8300

040328739



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3093383

DATE: 05-05-04

TOTAL P.04

TOTAL P.04