

2007 FOR PROFIT CORPORATION REINSTATEMENT

DOCUMENT# F04000003091

FILED
Sep 21, 2007
Secretary of State

Entity Name: USA REAL ESTATE PROFIT FUNDS, INC.

Current Principal Place of Business:

CAMREAL EUROPEAN MGMT ONE YONGE ST #1801
TORONTO ONTARIO
CANADA M5E 1W7, XX

Current Mailing Address:

CAMREAL EUROPEAN MGMT ONE YONGE ST #1801
TORONTO ONTARIO
CANADA M5E 1W7, XX

New Principal Place of Business:

C/O BRACEWELL & GIULIANI LLP, 1445 ROSS AV
SUITE 3800
DALLAS, TX 75202 US

New Mailing Address:

C/O MORGUARD INVESTMENTS LIMITED
55 CITY CENTRE DR., STE 800
MISSISSAUGA, ON L5B 1M3 CA

FEI Number: 52-2047901

FEI Number Applied For ()

FEI Number Not Applicable ()

Certificate of Status Desired ()

Name and Address of Current Registered Agent:

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324 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: SANDY SIMONITS

Electronic Signature of Registered Agent

Date

In accordance with s. 607.193(2)(b), F.S., the corporation did not receive the prior notice.

Election Campaign Financing Trust Fund Contribution ()

OFFICERS AND DIRECTORS:

Title: D () Delete
Name: MELDA, KARSTEN
Address: SEBASTAIN STR 31 D-91058
City-St-Zip: ERLANGEN GERMANY,

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

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

Title: S () Delete
Name: MILLARD, WILLIAM H
Address: 500 N. AKARD STREET SUITE 400
City-St-Zip: DALLAS, TX 75201

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

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: S (X) Change () Addition
Name: MILLARD, WILLIAM H
Address: 1445 ROSS AVENUE, STE 3800
City-St-Zip: DALLAS, TX 75202

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

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

ASO

09/21/2007

Electronic Signature of Signing Officer or Director

Date