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Division of Corporations
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

BRE/ESA 2005 Operating Lessee Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. BRE/ESA 2003 Operating Lessee Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co." or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 20-2628471
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3/30/06 5. perpetual
(Date of incorporation) (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 617.153, F.S.)
7. 345 Park Avenue New York, NY 10154
(Principal office address)

9 East Lockerman Street, Suite 18 Dover, DE 19801
(Current mailing address)
8. To own and operate real estate
(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: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Suite 4

Weston, Florida 33331
(City) (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.

NRAI Services, Inc.
By: AGISAN Hand - ASST SEC
(Registered agent's signature)
CON208
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:

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A. DIRECTORSChairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: See attached

Address: _____

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 Director or Officer listed in number 12 of the application)

14. Jonathan D. Gray, Senior Managing Director & Vice President

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

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Officers:

Jonathan D. Gray, Senior Managing Director & VP, 345 Park Avenue, New York, NY 10154

William J. Stein, Managing Director & VP, 345 Park Avenue, New York, NY 10154

Dennis J. McDonagh, Managing Dir., VP, Treasurer & Secretary, 345 Park Avenue, New York, NY 10154

Directors:

Gary M. Summers, Senior Managing Director & VP, 345 Park Avenue, New York, NY 10154

Jonathan D. Gray, Senior Managing Director & VP, 345 Park Avenue, New York, NY 10154

William J. Stein, Managing Director & VP, 345 Park Avenue, New York, NY 10154

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TALLAHASSEE, FLORIDA

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRE/ESA 2005 OPERATING LESSEE 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 TWELFTH DAY OF APRIL, A.D. 2005.

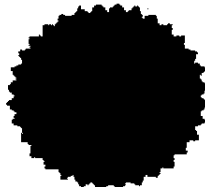
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BRE/ESA 2005 OPERATING LESSEE INC." WAS INCORPORATED ON THE THIRTIETH DAY OF MARCH, A.D. 2005.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3806726

DATE: 04-12-05