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Florida Department of State
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FOREIGN PROFIT/NONPROFIT CORPORATION

Rreef America Reit II corp. ZZZZ

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7/27/06

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

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. REEF AMERICA REIT II CORP. ZZZZ

(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. MARYLAND

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

3. APPLIED FOR

(FEI number, if applicable)

4. JULY 25 2006

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. 8/1/2006

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 875 NORTH MICHIGAN AVENUE, 41ST FLOOR, CHICAGO, IL 60611-1901

(Principal office address)

875 NORTH MICHIGAN AVENUE, 41ST FLOOR, CHICAGO, IL 60611-1901

(Current mailing address)

8. REAL ESTATE INVESTMENT

(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

C T Corporation System

By: [Signature]

(Registered agent's signature)

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. DIRECTORS

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: 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. Susan E. McClintock
(Signature of Director or Officer listed in number 12 of the application)

14. SUSAN E. MCCLINTOCK, VICE PRESIDENT & SECRETARY
(Typed or printed name and capacity of person signing application)

**ATTACHMENT TO
RREEF AMERICA REIT II CORP. ZZZZ
Director & Officers**

Timothy K. Gonzalez	Director President	101 California Street, 26 th Floor San Francisco, California 94111-5853
Bernard J. Angelo	Independent Director	445 Broad Hollow Road, Suite 239 Melville, New York 11747
Angela C. Blaising	Vice President	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
David T. Breuner	Vice President	101 California Street, 26 th Floor San Francisco, California 94111-5853
Craig S. Davey	Vice President	101 California Street, 26 th Floor San Francisco, California 94111-5853
Marlena M. Casellini	Treasurer	101 California Street, 26 th Floor San Francisco, California 94111-5853
Robert J. Cook	Vice President	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
John P. Ehli	Vice President	280 Park Avenue, 40 th Floor New York, New York 10017-1270
Timothy E. Ellsworth	Vice President	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
Peter F. Feinberg	Vice President	280 Park Avenue, 40 th Floor New York, New York 10017-1270
Frank E. Garcia	Vice President	101 California Street, 26 th Floor San Francisco, California 94111-5853
Charles V. George	Vice President	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
William T. Henderson	Vice President	280 Park Avenue, 40 th Floor New York, New York 10017-1270
Kevin M. Howley	Vice President	101 California Street, 26 th Floor San Francisco, California 94111-5853
Christopher L. Hughes	Vice President	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901

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Charles B. Leitner, III	Vice President	280 Park Avenue, 40 th Floor New York, New York 10017-1270
David R. Maki	Vice President	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
Brian E. McAuliffe	Vice President	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
Susan E. McClintock	Vice President Secretary	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
Paul A. Melkus	Vice President	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
Melissa K. Ozturk	Assistant Treasurer	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
Albert A. Pura	Vice President	101 California Street, 26 th Floor San Francisco, California 94111-5853
Stephen M. Steppe	Vice President	101 California Street, 26 th Floor San Francisco, California 94111-5853
James A. Toney	Vice President	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
Kimberly M. Trevino	Assistant Secretary	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901

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STATE OF MARYLAND
Department of Assessments and Taxation

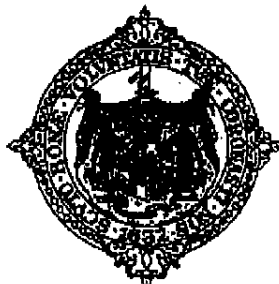
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT RREEF AMERICA REIT II CORP. ZZZZ IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JULY 25, 2006.

Paul B. Anderson

Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1344 / Outside Balto. Metro (888) 246-5941 0004079937
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Fax (410) 333-7097

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