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## FOREIGN PROFIT/NONPROFIT CORPORATION

RREEF AMERICA REIT III CORP. NN

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December 18, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CT CORPORATION SYSTEM

SUBJECT: RREEF AMERICA REIT III CORP. NN  
REF: W06000054208

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Thank You!*

P.O BOX 6327 - Tallahassee, Florida 32314

**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.*

1. RREEF AMERICA REIT III CORP. NN

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

N/A

(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. DECEMBER 13, 2006

(Date of incorporation)

5. PEREPTUAL

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

6. 12/22/2006

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

7. 875 N. MICHIGAN AVENUE, 41ST FLOOR, CHICAGO, ILLINOIS 60611-1901

(Principal office address)

875 N. MICHIGAN AVENUE, 41ST FLOOR, CHICAGO, ILLINOIS 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

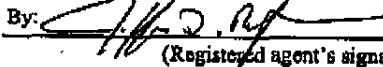
(City) (Zip code)

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

Jeffrey D. Butterfield  
Assistant Secretary

By:   
(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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TALLAHASSEE, FLORIDA

**A. DIRECTORS**

Chairman: SEE ATTACHED

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: SEE ATTACHED

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

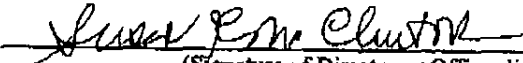
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13.   
(Signature of Director or Officer listed in number 12 of the application)

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

**ATTACHMENT TO**  
**RREEF AMERICA REIT III CORP. NN**

**Director & Officers**

Stephen M. Steppe	Director & Vice President	101 California Street, 26 <sup>th</sup> Floor San Francisco, California 94111-5853
Douglas D. Sturiale	President	101 California Street, 26 <sup>th</sup> Floor San Francisco, California 94111-5853
Marlena M. Casellini	Treasurer	101 California Street, 26 <sup>th</sup> Floor San Francisco, California 94111-5853
Angela C. Blaising	Assistant Vice President	875 North Michigan Avenue, 41 <sup>st</sup> Floor Chicago, Illinois, 60611-1901
Benjamin B. Christian	Assistant Vice President	101 California Street, 26 <sup>th</sup> Floor San Francisco, California 94111-5853
Robert J. Cook	Assistant Vice President	875 North Michigan Avenue, 41 <sup>st</sup> Floor Chicago, Illinois 60611-1901
Craig S. Davey	Assistant Vice President	101 California Street, 26 <sup>th</sup> Floor San Francisco, California 94111-5853
Timothy E. Ellsworth	Assistant Vice President	875 North Michigan Avenue, 41 <sup>st</sup> Floor Chicago, Illinois 60611-1901
Peter F. Feinberg	Assistant Vice President	280 Park Avenue, 40 <sup>th</sup> Floor New York, NY 10017-1270
Timothy K. Gonzalez	Assistant Vice President	101 California Street, 26 <sup>th</sup> Floor San Francisco, California 94111-5853
William T. Henderson	Vice President	280 Park Avenue, 40 <sup>th</sup> Floor New York, New York 10017-1270
Christopher L. Hughes	Assistant Vice President	875 North Michigan Avenue, 41 <sup>st</sup> Floor Chicago, Illinois 60611-1901
Charles B. Leitner, III	Assistant Vice President	280 Park Avenue, 40 <sup>th</sup> Floor New York, NY 10017-1270
David R. Maki	Assistant Vice President	875 North Michigan Avenue, 41 <sup>st</sup> Floor Chicago, Illinois 60611-1901

<b>Brian E. McAuliffe</b>	<b>Assistant Vice President</b>	<b>875 North Michigan Avenue, 41<sup>st</sup> Floor Chicago, Illinois 60611-1901</b>
<b>Susan E. McClintock</b>	<b>Assistant VP &amp; Secretary</b>	<b>875 North Michigan Avenue, 41<sup>st</sup> Floor Chicago, Illinois 60611-1901</b>
<b>Paul A. Melkus</b>	<b>Assistant Vice President</b>	<b>875 North Michigan Avenue, 41<sup>st</sup> Floor Chicago, Illinois 60611-1901</b>
<b>Michael J. Nigro</b>	<b>Assistant Vice President</b>	<b>875 North Michigan Avenue, 41<sup>st</sup> Floor Chicago, Illinois 60611-1901</b>
<b>Norton F. O'Meara</b>	<b>Assistant Vice President</b>	<b>875 N. Michigan Avenue, 41<sup>st</sup> Floor Chicago, Illinois 60611-1901</b>
<b>Melissa K. Ozturk</b>	<b>Assistant Vice President Assistant Treasurer</b>	<b>875 North Michigan Avenue, 41<sup>st</sup> Floor Chicago, Illinois 60611-1901</b>
<b>James E. Toney</b>	<b>Assistant Vice President</b>	<b>101 California Street, 26<sup>th</sup> Floor San Francisco, California 94111-5853</b>
<b>Kimberly M. Trevino</b>	<b>Assistant Secretary</b>	<b>875 North Michigan Avenue, 41<sup>st</sup> Floor Chicago, Illinois 60611-1901</b>

**STATE OF MARYLAND**  
*Department of Assessments and Taxation*

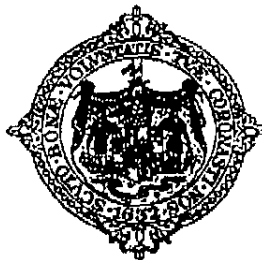
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS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

I FURTHER CERTIFY THAT RREEF AMERICA REIT III CORP. NN 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 DECEMBER 14, 2006.



Paul B. Anderson  
Charter Division



301 West Preston Street, Baltimore, Maryland 21201  
Telephone Balto. Metro (410) 767-1344 / Outside Balto. Metro (888) 246-5941 0004316480  
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice  
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