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Florida Department of State
Division of Corporations
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From:
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

TGM MFF REIT VII INC

Certificate of Status	0
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**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. TGM MFF REIT VII 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. MARYLAND

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

3.

(FBI number, if applicable)

4. NOVEMBER 6, 2007

(Date of incorporation)

5.

PERPETUAL

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

6. upon filing

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

7. c/o TGM Associates L.P., 650 Fifth Avenue, 28th Floor, New York, NY 10019

(Principal office address)

c/o TGM Associates L.P., 650 Fifth Avenue, 28th Floor, New York, NY 10019

(Current mailing address)

8. Engaging in business as a real estate investment trust under IRS Code 1986,

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

as amended

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: **Corporation Service Company**

Office Address: **1201 Hays Street**

Tallahassee

(City)

, Florida **32301**

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation as the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity, 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.

William M. Edrington

(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Thomas GochbergAddress: c/o TGM Associates L.P., 650 Fifth Avenue, 28th Floor
New York, New York 10019

Vice Chairman: _____

Address: _____

Director: Steven MacyAddress: c/o TGM Associates L.P., 650 Fifth Avenue, 28th Floor
New York, New York 10019Director: Michael FrazzettaAddress: c/o TGM Associates L.P., 650 Fifth Avenue, 28th Floor
New York, New York 10019

B. OFFICERS

President: Thomas GochbergAddress: c/o TGM Associates L.P., 650 Fifth Avenue, 28th Floor
New York, New York 10019Vice President: Steven MacyAddress: c/o TGM Associates L.P., 650 Fifth Avenue, 28th Floor
New York, New York 10019Secretary: Veta BillsAddress: c/o TGM Associates L.P., 650 Fifth Avenue, 28th Floor, New York, NY 10019Treasurer: Michael G. FrazzettaAddress: c/o TGM Associates L.P., 650 Fifth Avenue, 28th Floor, New York, NY 10019

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. Thomas Gochberg, President

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

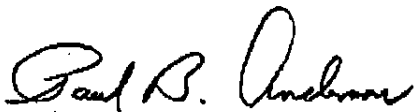
STATE OF MARYLAND
Department of Assessments and Taxation

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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 THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT TGM MFF REIT VII INC. 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 NOVEMBER 13, 2007.



Paul B. Anderson
Charter Division



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