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F95000001405

C T CORPORATION SYSTEM

Requestor's Name
1311 Executive Center Drive, Ste. 200

Address
Tallahassee, Fla. 32301 (904) 656-0290

City State Zip Phone

CORPORATION(S) NAME

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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Rec'd by [unclear] III C.P. T. -03/24/95--01006--004

*****70.00 *****70.00

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Resurrection	<input type="checkbox"/> Change of N.A.
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> CUS / G/S
<input type="checkbox"/> Walk In	<input type="checkbox"/> Call if Problem	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Mail Out	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up

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

IN COMPLIANCE WITH SECTION 607.1603, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Realty Fund III GP, Inc.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

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

3. March 24, 1994 4. Perpetual
(Date of Incorporation) (Duration)

5. 04-3235872
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. c/o TA Associates Realty, 45 Milk Street, Boston, Massachusetts 02109
(Current mailing address)

8. See attached purpose clause
(Brief description of the nature of the business in which it is engaged in the state)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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B. Officers:

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

11. 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

Registered agent's signature: _____

Marilyn Lizzio
(Officer)
Marilyn Lizzio - Acct. Secy.
(Typed Name and Title of Officer)

12. 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

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Arthur I. Segel, President

(Name and capacity of person signing application)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
Realty Fund III GP, Inc.**

To act as a general partner of Realty Associates Fund III GP Limited Partnership and to engage in any other business activity permitted to a corporation organized under Massachusetts General Laws.

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ADDENDUM

REALTY FUND III GP, INC.

List of Officers and Directors

<u>Officers</u>	<u>Title</u>	<u>Address</u>
Michael A. Ruane	Chairman	c/o TA Associates Realty 45 Milk Street Boston, MA 02109
Arthur I. Segel	President	c/o TA Associates Realty 45 Milk Street Boston, MA 02109
Robert A. DeGaeta	Secretary/ Treasurer/Clerk	c/o TA Associates Realty 45 Milk Street Boston, MA 02109
Andrew M. Neher	Senior Vice President	c/o TA Associates Realty 45 Milk Street Boston, MA 02109

<u>Directors</u>	<u>Address</u>
Michael A. Ruane	c/o TA Associates Realty 45 Milk Street Boston, MA 02109
Arthur I. Segel	c/o TA Associates Realty 45 Milk Street Boston, MA 02109

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William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02188

March 22, 1995

TO WHOM IT MAY CONCERN:

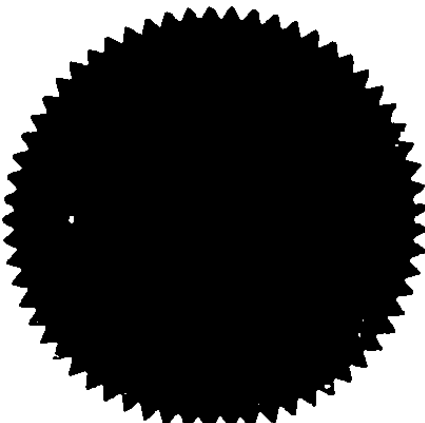
I hereby certify that according to the records of this office

Realty Fund III GP, Inc.

is a domestic corporation organized on March 24, 1994, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears record said corporation has legal existence and is in good standing with this office.

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In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* This certificate is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.