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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

November 2, 2000

LEXIS DOCUMENT SERVICES

SUBJECT: BEL-EQR III L.L.C. Ref. Number: W00000026385

We have received your document for BEL-EQR III L.L.C. and the authorization to debit your account in the amount of \$160.00. However, the document has not been filed and is being returned for the following:

The document must contain the usual business addresses of its managing members or managers.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumblev Document Specialist

Letter Number: 900A00057103

SHUTAROTADO DE RESPECTOR AGISTO. TA BASSANA LIATA 00 HON -3 FM 12: 11 SECENED

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1	BEL-EQR III L.L.C. (Name of foreign limited liability company)	_	
_			
2	Delaware 3. applied for urisdiction under the law of which foreign limited liability ompany is organized) (FEI number, if applicable)		
4.	10/18/2000 5 Perpetual		
	(Date of Organization) (Duration: Year limited liability company will cease exist or "perpetual")	l 00 N	
6	upon qualification (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)	10¥ -3	<u>.,1</u>
,7	Two North Riverside Plaza, Suite 400, Chicago, IL 60606		FILED
-	(Street address of principal office)	Ω. -ਲੋ	
8.]	If limited liability company is a manager-managed company, check here	CT	
9. 1	The usual business addresses of the managing members or managers are as follows:		
	2 N. Riverside Plaza, *400		
	2 N. Riverside Plaza, #400 Chicago, Illinois 60606		
			-
thej	Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language slation of the certificate under oath of the translator must be submitted.)	ofrecc ;, a	rds in
11.	Nature of business or purposes to be conducted or promoted in Florida:	nera	1.
	rtner of a limited partnership which is the titleholder to specific property be a titleholder to specific property in its own right.	7 and	Į.
	Tou U Curie		
	Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) Lisa A. Currie, Asst. Secretary of Equity Residential Proper the general partner of ERP Operating Limited Partnership, the Typed or printed name of signee	ty T: e mei	rust mber
gree	of the Company		

FL057 - 11/1/99 CT System Online

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

BE O	L-EQR III L.L.	<i>C</i> .			
2. The name and	I the Florida street address of	the registered agent	and office are:		
	Lexis Docum	ent Services	s Inc.	00 NOV -3 SECRETARY TALLAHASSEI	
	<u> </u>	(Name)			
	3953 W.	W. Kelley	ROAD	-3 PM NRY OF SSEE, F	FILED
	Florida street addres	s (P.O. Box <u>NOT</u> ACCE	PTABLE)	FSI FLG	
	Tallahasee	FL 37	2311	PM 2: 55 OF STATE E. FLORIDA	
-		City/State/Zip			

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

(Signature)

1. The name of the Limited Liability Company is:

\$ 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent \$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BEL-EQR III L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BEL-EQR III L.L.C." WAS FORMED ON THE EIGHTEENTH DAY OF OCTOBER, A.D. 2000.

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0757471

3304040 8300

001539660

DATE: 10-26-00