

MO2 000002125

(Requestor's Name)

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(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

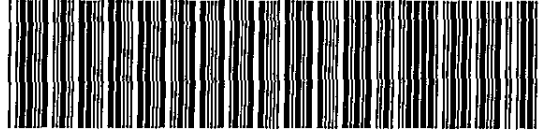
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TALLAHASSEE, FLORIDA

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JL

FAEGRE & BENSON LLP

801 GRAND AVENUE, SUITE 3100
DES MOINES, IOWA 50309-8002

(City/State/Zip/Phone #)

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FAEGRE & BENSON LLP

801 GRAND AVENUE, SUITE 3100
DES MOINES, IOWA 50309-8002
TELEPHONE 515.248.9000
FACSIMILE 515.248.9010
www.faegre.com

January 15, 2004

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

BY OVERNIGHT DELIVERY

Re: Application

Addressed:

Enclosed please find an Application by Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida, along with the filing fee of \$25.00.

Please return an acknowledgement of filing of this Application to my attention. I have enclosed a self-addressed stamped envelope for your convenience.

Also, the Certificate from the Secretary of State of Delaware is in your possession. Please attach that Certificate with this filing.

Please call should you have any questions. Thank you in advance for your assistance.

Sincerely,

Dixie L. Schomer

Dixie L. Schomer, Legal Administrative Assistant

schdl
enclosures

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JAN 15 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 8, 2004

FAEGRE & BENSON LLP
801 GRAND AVENUE, SUITE 3100
DES MOINES, IA 50309-8002

SUBJECT: LEND LEASE MIAMI VENTURE, LLC
Ref. Number: M02000002125

We have received your document for LEND LEASE MIAMI VENTURE, LLC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$25.00.

We are enclosing the proper form(s) with instructions for your convenience.

The effective day must be specific and cannot be prior to the date of filing.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 904A00001324

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN 16 PM 2:38

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WACHOVIA FINANCIAL CENTER
MIAMI, FL

December 29, 2003

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Lend Lease Miami Venture, LLC, a Document Number M02000002125

To Whom It May Concern:

Please be advised that the above-referenced limited liability company by action of its shareholder executed a Certificate of Amendment changing its name to PAO Miami Venture, LLC effective the 23rd day of December, 2003. An original certification of the change of name from the Secretary of State of Delaware is enclosed.

Further, the address for the principal office of the limited liability company and the usual business address of the non-member Manager has changed to:

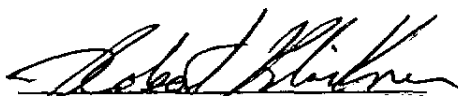
PAO Miami Venture, LLC
c/o Principal Real Estate Investors, LLC
801 Grand Avenue
Des Moines, Iowa 50392

Please make these changes to your records and send to our attention a Certificate of the Good Standing of the company reflecting its new name.

Thank you for your cooperation.

Sincerely,

PAO Miami Venture, LLC,
(f/k/a Lend Lease Miami Venture, LLC)
By: Principal Real Estate Investors, LLC,
a Delaware limited liability company, its non-member Manager

By: 

Name: Robert T. Minkner

Its: Investment Director - Asset Management

By: 

Name: Robert F. Vogel

Its: Managing Director - Equities

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Lend Lease Miami Venture, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 08/13/2002

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 12/23/2003
5. New name of the limited liability company: PAO Miami Venture, LLC
6. If the amendment changes the period of duration, indicate new period of duration
N/A
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction
N/A
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: N/A
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

PRINCIPAL AMERICA OFFICE, INC.,
its Member

By: [Signature]
Name: Heane D. Valentin
Its: Assistant Secretary

By: [Signature]
Name: Mark F. Scholz
Its: Vice President

Filing Fee: \$25.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

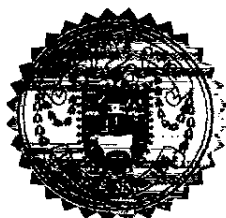
FILED

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "LEND LEASE MIAMI VENTURE, LLC", CHANGING ITS NAME FROM "LEND LEASE MIAMI VENTURE, LLC" TO "PAO MIAMI VENTURE, LLC", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2003, AT 3:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3557453 8100

AUTHENTICATION: 2836302

030833596

DATE: 12-24-03

CERTIFICATE OF AMENDMENT

Lend Lease Miami Venture, LLC, a limited liability company formed pursuant to the laws of the State of Delaware on August 12, 2002, hereby adopts this Certificate of Amendment to change the name of the company to:

PAO Miami Venture, LLC

The Certificate of Amendment is effective as of the 23rd day of December, 2003, by action of the duly authorized representative of its sole member.

Principal America Office, Inc.,
a Minnesota Corporation

By: [Signature]
Name: Robert T. Klutner
Its: Vice President

By: [Signature]
Name: Robert T. Klutner
Its: Vice President

DSMS1.40046991.01