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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN NOV 10 2004

AMB

AMB PROPERTY CORPORATION

Alison M. Hill
AMB Property Corporation
Pier 1, Bay 1
San Francisco, CA 94111

October 29, 2004

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

FILED
2004 NOV -8 PM 1:33
DIVISION OF CORPORATIONS,
TALLAHASSEE, FLORIDA

Dear Madam:

Pursuant to Fla. Stat. § 608.511, enclosed is an Application by Foreign Limited Liability Company for Withdrawal of Authority to Transact Business in Florida for AMB Institutional Alliance Fund III, LLC. Also enclosed is the filing fee of \$25, and the certified copy fee of \$30. If you have any questions, you may reach me by telephone at (415) 733-9499 and by facsimile at (415) 477-2199.

Please acknowledge receipt of this filing by file-stamp endorsing the enclosed extra copy of this cover letter, in the postage paid envelope that has also been enclosed for your convenience.

Sincerely, ~



Alison M. Hill

Enclosures Application for withdrawal (2 copies)
 \$25 filing fee and \$30 certified copy fee

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN
FLORIDA**

FILED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMB INSTITUTIONAL ALLIANCE FUND III, LLC

(Name of limited liability company)

Delaware

(Jurisdiction of its organization)

This limited liability company is no longer transacting business in Florida and surrenders its authority to transact business in this state.

This limited liability company revokes the authority of its registered agent to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in Florida.

Pier 1, Bay 1

(Mailing address)

San Francisco, CA 94111

(City/State/Zip)

The limited liability company agrees to notify the Department of State in the future of any change in its mailing address.

(Signature of member or authorized representative of a member)

See Exhibit A

(Typed or printed name of signee)

Filing Fee: \$25.00

EXHIBIT A
TO
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN FLORIDA

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 29 day of October, 2004.

AMB INSTITUTIONAL ALLIANCE FUND III, L.P.,
a Delaware limited partnership,
formerly AMB INSTITUTIONAL ALLIANCE FUND III, LLC

By: **AMB Property, L.P.**
a Delaware limited partnership,
its general partner

By: **AMB Property Corporation,**
a Maryland corporation,
its general partner

By: Alison M Hill
Name: Alison M Hill
Title: SVP

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA