

M03000003163

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

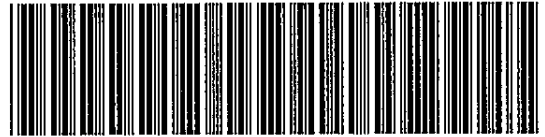
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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RECEIVED
03 OCT 10 PM 12:46
DIVISION OF CORPORATION

BK

FILED
03 OCT 10 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 274404 4332255
AUTHORIZATION : Patricia Pizots
COST LIMIT : \$ 25.00

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03 OCT 10 PM 4:12
SERVICES STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 9, 2003
ORDER TIME : 10:46 AM
ORDER NO. : 274404-010
CUSTOMER NO: 4332255
CUSTOMER: Pamela Glover
Morrison & Foerster
755 Page Mill Road
Palo Alto, CA 94304

FOREIGN FILINGS

NAME: AMB INSTITUTIONAL ALLIANCE
FUND III, LLC

XX LLC

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER:

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

FILED
OCT 10 PM 4:12
TAMPA, 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: AMB Institutional Alliance Fund III, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: September 21, 2003

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? N/A
5. New name of the limited liability company: N/A
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: See attachment Exhibit 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.

Signature of a member or the authorized representative of a member

Tamra D. Browne (see attachment Exhibit A)
Typed or printed name of signee

Filing Fee: \$25.00

**EXHIBIT A
TO
AMENDMENT TO FLORIDA FOREIGN LIMITED LIABILITY COMPANY
REGISTRATION FORM**

If the amendment corrects any false statement, indicate the statement being corrected and the correction:

Item 8 amended to reflect correction of managing member.

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 ____ day of October, 2003.

AMB INSTITUTIONAL ALLIANCE FUND III, LLC,
a Delaware limited liability company

By: **AMB Property, L.P.,**
a Delaware limited partnership
it's managing member

AMB Property Corporation
A Maryland corporation, its general partner
By: Jasna Brown
Name: Jasna Brown
Title: Senior Vice President

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. AMB INSTITUTIONAL ALLIANCE FUND III, LLC
(Name of foreign limited liability company)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. applied for
(FEI number, if applicable)

4. September 17, 2003
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.135, F.S.))

7. Pier 1, Bay 1
San Francisco, CA 94111
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Tamra Browne - Pier 1, Bay 1, San Francisco, CA 94111

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Real Estate
Investments

Signature of a member or an authorized representative of a member.
(In accordance with section 608.402(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

See Exhibit A

Typed or printed name of signee

03
21
AM 8:20
FILED
TAMPA, FLORIDA

EXHIBIT A
TO
FLORIDA FOREIGN LIMITED LIABILITY COMPANY
REGISTRATION FORM

~~Item 12. 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 22nd day of September, 2003.

AMB INSTITUTIONAL ALLIANCE FUND III, LLC,
a Delaware limited liability company

By: **AMB Property, L.P.,**
a Delaware limited partnership,
its managing member

By: **AMB Property Corporation,**
a Maryland corporation, it's general partner

By: *[Signature]*
Name: Termon Brown
Title: Senior Vice President

03 SEP 21 AM 8:20
FILED
TALLAHASSEE, FLORIDA

**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.

1. The name of the Limited Liability Company is:

AMB INSTITUTIONAL ALLIANCE FUND III, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box NOT ACCEPTABLE)

Tallahassee

FL

32301

(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.

Vivien Sauter

(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

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SEP 24 AM 8:20
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

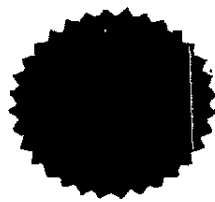
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMB INSTITUTIONAL ALLIANCE FUND III, LLC" 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-SECOND DAY OF SEPTEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMB INSTITUTIONAL ALLIANCE FUND III, LLC" WAS FORMED ON THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 2003.

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

FILED
09 SEP 24 AM 8:20
DELAWARE



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2644874

3704339 8300

030599979

DATE: 09-22-03