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EIGN LIMITED LIABILITY CO.

PPF AMLI Partners LLC

| Certificate of Status | 0 |
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Help

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

| PPF AMILIPAIN | | |
|---|--|--|
| | (Notes of Pore | ign Lamited Liability Company) |
| Delaware | | 3, 16-1743342 |
| Combanh is other | er the law of which foreign land | ted hability (FRI mumber, if applicable) |
| 10/21/2005 | | 5. Peracheal |
| (1 | inte of Organization) | (Director: Your limited liability company will cease to exist or "perpotual") |
| _Hpe_F | Their first transacted in | universe in Florida, if prior to resistantion.) |
| • | (See sections 608.501 & | usiness in Florida, if prior to registration.) 608.592 F.S. to determine pounty liability) |
| | | |
| 3424 Peachtree | Road, NE, Saise 200, Atlanta, G | |
| | (\$1 | root Address of Principal Office) |
| If limited ligh | oliity company is a manage | r-managed company, chack here |
| The name an | i usual business addresses | of the managing mumbers or managers are as follows: |
| PPF AMILI A | quistion, LLC, Sole Member/M | langer |
| 3424 Peachtre | e Road, NR, Salte 800 | |
| Atlanta, GA 3 | A326 | |
| stody of records in a foreign in . Nature of bu | in the jurisdiction under the k aguage, a translation of the minest or purposes to be co | ce, no more than 50 days old, daily authenticated by the official bavings of which it is organized. (A photocopy is not acceptable, if the confilients under each of the translator must be submitted.) unducted or presented in Florida: |
| General Partner | of AMLI Residential Properties, | , L.P. |
| | | |
| | Cionatura of a count | per or an authorized representative of a member. |
| | (The accordances with socious | a GS-463(), F.S., the execution of fitth decurrent pountitation smalless of prejury that the facts stated herein one breas? |

Typed or printed name of signes

ATTACHMENT TO FLORIDA QUALIFICATION OF PPF AMLI PARTNERS LLC

SIGNATURE BLOCK:

PPF AMLI Partners LLC

By: PPF Multifamily, LLC, its Sole Member

By: PPF OP, LP, its Sole Member

By: PPF OPGP, LLC, its General Partner

By: Prime Property Fund, LLC, its General Partner

By: Morgan Stanley Real Estate Advisor, Inc., its Manager

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.

| PPF AMLI Patters LLC | |
|--|-------------------------------|
| 2. The name and the Florida street address of the registered agent and office are: | OS AI |
| CT Corporation System | APR CRETA AHAS |
| (Nems) | 路型で |
| 1200 South Pine Island Road Florida Street Address (P.O. Box NOT ACCEPTABLE) | AM 9:5 OF STATE FLORIDA |
| | A 57 |
| Plantition, Plantide 33324 | |
| City/Shato/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 camply 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, Florida Statutes.

By. Mary Radans

1. The name of the Limited Liability Commune is:

MARY R. ADAMS ASSISTANT SECRETARY

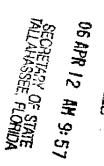
\$ 100.00 Filing Fee for Application \$ 25.00 Designation of Registered Agent \$ 30.00 Cartified Copy (eptional) \$ 5.00 Certificate of Status (optional)

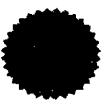
Delaware The First State

PAGE I

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PPF AMLI PARTNERS 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 FOURTH DAY OF APRIL, A.D. 2006.

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





Warriet Smith Hindson Harrier Smith Windson

AUTHENTICATION: 4642865

DATE: 04-04-05

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