

H08000005513

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000278336 3)))



H080002783363ABC4

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

L. SELLERS

DEC 23 2008

EXAMINER

To:

Division of Corporations
Fax Number : (850)617-6343

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

FLORIDA/FOREIGN LIMITED LIABILITY CO.

SPUSV5 Esperante GP, LLC

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$160.00

RECEIVED

08 DEC 22 AM 6:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 DEC 22 AM 8:07

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION 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. SPUSV5 ESPERANTE GP, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. November 21, 2008 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. — upon filing —
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 515 South Flower Street, Suite 3100
Los Angeles, California 90071
(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:
CBRE Strategic U.S. Value 5 REIT Operating, L.P.
515 South Flower Street, Suite 3100
Los Angeles, California 90071

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: to serve as the general partner of a foreign limited partnership transacting business in Florida

See Attached

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.)

Typed or printed name of signer

FILED
08 DEC 22 AM 8:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SIGNATURE PAGE OF SPUSV5 ESPERANTE GP, LLC
TO
APPLICATION BY FOREIGN LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA

Date: December 19, 2008

SPUSV5 ESPERANTE GP, LLC,
a Delaware limited liability company

By: CBRE Strategic U.S. Value 5 REIT
Operating, L.P., a Delaware limited
partnership, as its sole member


By: CBRE Strategic U.S. Value 5 REIT
Operating GP, L.L.C., a Delaware limited
liability company, as its general partner

By: CBRE Strategic U.S. Value 5 Holdings,
LLC, a Delaware limited liability company,
as its sole member

By: CB Richard Ellis Strategic Partners U.S.
Value 5, L.P., a Delaware limited
partnership, as its managing member

By: CB Richard Ellis Partners U.S. Value 5 GP,
L.L.C., a Delaware limited liability
company, as its general partner

By: 
Name: MARK ZIKAKIS
Title: VICE PRESIDENT

By: 
Name: MICHAEL BURRICHTER
Title: VICE PRESIDENT

**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:

SPUSV5 ESPERANTE GP, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

CT Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation

FL

33324

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, Florida Statutes.

CT Corporation System

James M. Halpin
Assistant Secretary

By: _____

(Signature)

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPUSVS ESPERANTE GP, 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-FIRST DAY OF NOVEMBER, A. D. 2008.



4625879 8300

081136252

You may verify this certificate online
at corp.delaware.gov/authvar.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6981905

DATE: 11-21-08