

**M10000001627**

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6383

From:

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Account Number : FCA000000023  
Phone : (850) 222-1092  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Foreign Limited Liability Company**  
**Cabot III - FL2M02, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$160.00

**C. LEWIS**

APR 9 2010

**EXAMINER**

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** CABOT III - FL2M02, LLC  
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Andrew Ebbott

Name of Person

Cabot Properties, Inc.

Firm/Company

One Beacon Street, Suite 1700

Address

Boston, MA 02108

City/State and Zip Code

aebott@cabotprop.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Andrew Ebbott

Name of Person

at ( 617 )

723-7400

Area Code & Daytime Telephone Number

**MAILING ADDRESS:**

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

**STREET ADDRESS:**

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy    ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy

FILED

2010 APR -8 AM 8:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

*IN COMPLIANCE WITH SECTION 608.501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:*

1. CABOT III - FL2M02, 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 its 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) (FBI number, if applicable)

4. March 18, 2009 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. One Beacon Street, Suite 1700  
Boston, Massachusetts 02108  
(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:

Cabot III Secured Pool II, LLC  
One Beacon Street, Suite 1700  
Boston, Massachusetts 02108

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 investment and  
development and any and all businesses and activities which may be related thereto

AJ Egan  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(1), F.S., the execution of this document constitutes  
an affirmation under the penalties of perjury that the facts stated herein are true.)

AJ Egan of Cabot Industrial Value Fund III, Inc.,  
EVP General Partner of Cabot Industrial  
Value Fund III Operating  
Partnership, L.P., sole member of Cabot III  
Secured Pool II, LLC

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2010 APR -8 AM 8:36

SECRETARY OF STATE  
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:

CABOT III - FL2M02, LLC

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

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

C T 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.*

C T 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, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CABOT III - FL2M02, 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 NINETEENTH DAY OF MARCH, A.D. 2010.

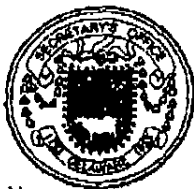
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CABOT III - FL2M02, LLC" WAS FORMED ON THE EIGHTEENTH DAY OF MARCH, A.D. 2010..

4801369 8300

100294480

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7879604

DATE: 03-19-10