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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

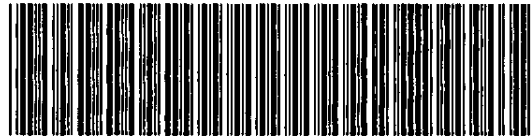
PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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G. MCLEOD
JUN - 1 2011
EXAMINER



May 19, 2011

Florida Secretary of State
Division of Corporations
Registration Section
PO Box 6327
Tallahassee, FL 32314

RE: Northwestern Mutual Real Estate Investments, LLC
Foreign Limited Liability Company – Application for Registration

Dear Sir/Madam:

Please process the enclosed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Northwestern Mutual Real Estate Investments, LLC. I am enclosing a check made payable to the Florida Secretary of State in the amount of \$155 to facilitate this request.

Please forward all documentation regarding this matter to me at:

The Northwestern Mutual Life Insurance Company
Attn: Jenny Potters, S430
720 East Wisconsin Avenue
Milwaukee, WI 53202

If you have any questions regarding this matter, please contact me at (414) 665-2272 or jennypotters@northwesternmutual.com. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script that reads "Jenny Potters".

Jenny Potters

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Northwestern Mutual Real Estate Investments, 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:

Jenny Potters
Name of Person
The Northwestern Mutual Life Insurance Company
Firm/Company
720 East Wisconsin Avenue, S430
Address
Milwaukee, WI 53202
City/State and Zip Code
jennypotters@northwesternmutual.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jenny Potters at (414) 665-2272
Name of Person 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

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. Northwestern Mutual Real Estate Investments, 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. 45-2034777
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 04/25/2011 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 720 East Wisconsin Avenue
Milwaukee, WI 53202
(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:
The Northwestern Mutual Life Insurance Company, 720 East Wisconsin Avenue, Milwaukee, WI 53202

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 transact any lawful business or activity under the laws of this state.

[Signature]
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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

David D. Clark, Senior Vice President - Real Estate
Typed or printed name of signee



**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:

Northwestern Mutual Real Estate Investments, 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

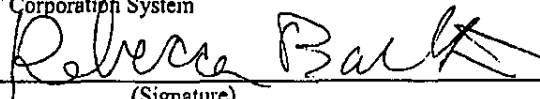
FL 33324

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.

By:

C T Corporation System



(Signature)

Assistant Secretary
Rebecca Barth

\$ 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

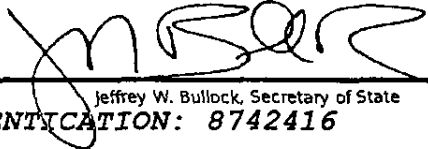
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NORTHWESTERN MUTUAL REAL ESTATE INVESTMENTS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF MAY, A.D. 2011.



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8742416

DATE: 05-05-11