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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. BRE Tarpon Midpoint Center LLC | la W Sinited Liability Company " "L. C. " or "L. C.") |
|--|---|
| (Name of Foreign Limited Liaotity Company; must include | te Elimited Elability Company, E.E.C., of EEC.) |
| (Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LL.C.," or "LL | |
| 2. Delaware 3. | |
| (Jurisdiction under the law of which foreign limited liability company is organized) | (FEI number, if applicable) |
| 4. 09/29/2011 5. | Perpetual |
| (Date of Organization) | (Duration: Year limited liability company will cease to exist or "perpetual") |
| 6. Upon Fling | |
| (Date first transacted business in Flor (See sections 608.501 & 608.502 F.S. t | ida, if prior to registration.) to determine penalty liability) |
| 7. 345 Park Avenue, New York, NY 10154 | |
| | |
| (Street Address o | f Principal Office) |
| 8. If limited liability company is a manager-managed of | company, check here |
| | |
| _ | |
| | |
| the jurisdiction under the law of which it is organized. (A photocopy | is not acceptable. If the certificate is in a foreign language, a |
| 11. Nature of business or purposes to be conducted or | prømoted in Florida: Real Estate |
| M | / |
| | |
| Signature of a member of auth | norized representative of a member. |
| | |
| | |
| | a anna degree revers, de provided for in story, 1993, 1997 |
| Typed or printed in | 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 Con | mpany is: | |
|---|--|--|
| BRE Tarpon Midpoint Cente | er LLC | |
| If unavailable, the alternate to be used in t | the state of Florida is: | |
| 2. The name and the Florida street address | ss of the registered agent and office are: | |
| NRAI Services, Inc. | | |
| | (Name) | |
| 515 East Park Aven | ue | |
| Florida Street A | ddress (P.O. Box NOT ACCEPTABLE) | |
| Tallahassee | PL 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. Florida Statutes.

NRAI Services, Inc.

S 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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SECRETARY OF STATE

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "BRE TARPON MIDPOINT CENTER 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 TENTH DAY OF OCTOBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BRE TARPON MIDPOINT CENTER LLC" WAS FORMED ON THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2011.

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

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Jeffrey W. Bullock, Secretary of State

AUTHENTYCATION: 9082230

DATE: 10-10-11

at corp.delaware.gov/authver.shtml