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**Florida Department of State
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Division of Corporations
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TALLAHASSEE, FLORIDA

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**Foreign Limited Liability Company
PR III PARK SQUARE APARTMENTS, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$125.00

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PR III Park Square Apartments, 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:

Kelly Arrigo

Name of Person

Prudential Investment Management, Inc.

Firm/Company

c/o PREI, 7 Giralda Farms

Address

Madison, New Jersey 07940

City/State and Zip Code

kelly.arrigo@prudential.com

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

For further information concerning this matter, please call:

Kelly Arrigo

973

638-1638

at ()

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
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. PR III Park Square Apartments, 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
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 22-2540245
(FEI number, if applicable)
4. January 15, 2013
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

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

7. c/o PREI, 7 Giralda Farms, Madison, New Jersey, 07940

(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:

Prudential Investment Management, Inc., which is the sole member of the sole member of the general partner of the

manager of the general partner of the sole member of the sole member of the LLC

c/o PREI, 7 Giralda Farms, Madison, New Jersey, 07940

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 own, develop, operate and
manage land and real property in Florida

(See Attached Signature Page)

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.)

Robert Jeans

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

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PR III PARK SQUARE APARTMENTS, LLC,
a Delaware limited liability company

By: PRISA III Investments, LLC, a Delaware limited liability company,
its sole member and manager

By: PRISA III REIT Operating LP, a Delaware limited
partnership, its sole member

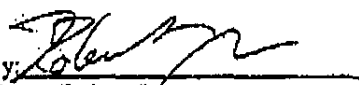
By: PRISA III OP GP, LLC, a Delaware limited
liability company, its general partner

By: PRISA III Fund LP, a Delaware limited partnership,
its manager

By: PRISA III Fund GP, LLC, a Delaware limited
liability company, its general partner

By: PRISA III Fund PDM, LLC, a Delaware limited
liability company, its sole member

By: Prudential Investment Management, Inc., a
New Jersey corporation, its sole member

By: 
Name: Robert Jeans
Title: Vice President

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**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:

PR III Park Square Apartments, 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:

CT Corporation System

(Name)

1200 South Pine Island Road

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

Plantation

FL

33324

City/State/Zip

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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: CT Corporation System
Dale Boy
(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 "PR III PARK SQUARE APARTMENTS, 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 FIFTEENTH DAY OF JANUARY, A.D. 2013.

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

5274176 8300

130045367

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0144106

DATE: 01-15-13