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ACCOUNT NO. : 072100000032

REFERENCE : 191425 4355031

AUTHORIZATION : Patricia Pruitt

COST LIMIT : \$ 285.00

ORDER DATE : April 1, 1999

ORDER TIME : 9:17 AM

ORDER NO. : 191425-005

CUSTOMER NO: 4355031

CUSTOMER: Debra J. Pruitt, Legal Asst
Bingham Dana LLP
1200 19th Street, N.w.
Suite# 400
Washington, DC 20036

FILED
99 APR -6 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: REALTY ASSOCIATES FUND II LP 00002830547--5

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

| | |
|-----------------|---------|
| Name | 4/16/99 |
| Availability | Dec |
| Document | XX |
| Examiner | DCC |
| Updater | DCC |
| Updater | |
| Verifier | |
| Acknowledgement | DCC |
| W. P. Verifier | DCC |

CONTACT PERSON: Maria Stephens

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RECEIVED
99 APR -6 AM 10:42

**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. Realty Associates Fund II LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 04-3092338
(FEI number, if applicable)
4. December 17, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o TA Associates Realty, 28 State Street, 10th Floor
Boston, Massachusetts 02109
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

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TALLAHASSEE, FLORIDA
F.S.)

NAME & ADDRESS: **TITLE:** **NAME & ADDRESS:** **TITLE:**

Realty Associates Fund II Trust MGRM
c/o TA Associates Realty
28 State Street, 10th Floor
Boston, Massachusetts 02109

[illegible]

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Realty Associates

Fund II LLC certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is

\$ 1.00

3) if any, the agreed value of property other than cash contributed by member(s) is

\$ N/A

(A description of the property is attached and made a part hereto.)

and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is

\$ 1.00

(This total includes amounts from 2 and 3 above.)

Realty Associates Fund II Trust, a Massachusetts business trust,
sole member

By:

Erica H. Weiss

3/30/99

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Erica H. Weiss, Assistant Secretary

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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:

Realty Associates Fund II LLC

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

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 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.

Corporation Service Company

By: Kevin Rutherford-Drake

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

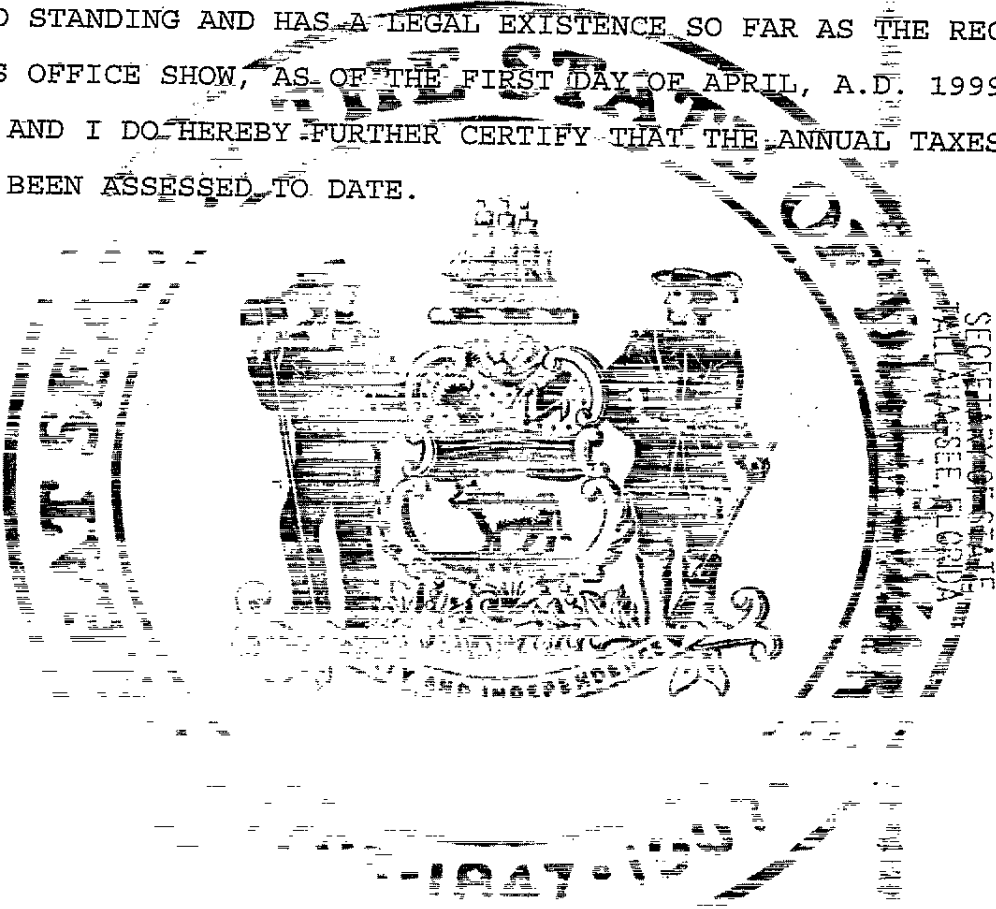
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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REALTY ASSOCIATES FUND II 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 FIRST DAY OF APRIL, A.D. 1999.

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



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FILED

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04-01-99
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: