M99000000679

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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

400002865544--3
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****285.00 ****285.00

CORPORATION(S) NAME

TMW U.S. Property Fund
Management GmbH, LLC

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99 MAY -6 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

( ) Profit ( ) NonProfit (✓) Limited Liability Company (✓) Foreign	( ) Amendment ( ) Dissolution/Withdrawal	( ) Merger ( ) Mark
( ) Limited Partnership ( ) Reinstatement ( ) Limited Liability Partnership	( ) Annual Report ( ) Fict. Filing	( ) Other ( ) Change of R.A. ( ) UCC-1 UCC-3
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TALLAHASSEE, FLORIDA

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Thanks, Melanie :)

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CR2E031 (1-89)

12 pages

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. TMW U.S. Property Fund Management GmbH, LLC
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. Germany
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 52-213-3551
(FEI number, if applicable)

4. December 1, 1998
(Date of Organization)

5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

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6. Upon Qualification.
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.)

7. 5500 Interstate North Parkway, Suite 200
Atlanta, Georgia 30328- 4662
(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)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
George von Werz Wittlesbacher Platz 1 D-80333 Munich Germany	managing director	David C. Pahl 5500 Interstate N. Parkway, Suite 200 Atlanta, Georgia 30328-4662	managing director
Thomas Hoeller Wittelsbacher Platz 1 D-80333 Munich Germany	managing director	Thomas F. McWhirter, Jr. 5500 Interstate N. Parkway, Suite 200 Atlanta, Georgia 30328-4662	managing director
Volker Krenzler Wittelsbacher Platz 1 D-80333 Munich Germany	managing director	Kenneth A. Campbell 5500 Interstate N. Parkway, Suite 200 Atlanta, Georgia 30328-4662	managing director

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of TMW U.S. Property Fund Management GmbH certifies:

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TALLAHASSEE, FLORIDA

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

2) the total amount of cash contributed by the member(s) is $ 28,000 ;

3) if any, the agreed value of property other than cash contributed by member(s) is $ — ;
(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 $ 28,000 .
(This total includes amounts from 2 and 3 above.)

-Managing Director

Signature of a member or 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.)

David C. Pahl

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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: TMW U.S. Property Fund Management GmbH, LLC

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TALLAHASSEE, FLORIDA

2. The name and address of the registered agent and office is:

C T Corporation System
(Name)

c/o C T Corporation System, 1200 South Pine Island Road
(P.O. Box not acceptable)

Plantation, Florida 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.

Mary R Adams
(Signature)
MARY R. ADAMS
ASSISTANT SECRETARY

5-5-99
(Date)

FILING FEE: $ 35 for Designation of Registered Agent

TRANSPERFECT | TRANSLATIONS

City of Atlanta, State of Georgia, County of Fulton

I, Antonius Kosinda, hereby certify that the following document is, to the best of my knowledge and belief, a true and accurate translation from German into English:

ATLANTA
NEW YORK
LOS ANGELES
CHICAGO
SAN FRANCISCO
WASHINGTON DC
BOSTON
MIAMI
DALLAS

Certificate of Extraction from Court of Lubeck with respect to TMW U.S. Property Fund Management GmbH

Signature

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sworn to before me this

4th day of February, 1999.

Signature/ Notary Public

Notary Public, DeKalb County, Georgia
My Commission Expires Jan. 27, 2002

Stamp, Notary Public

District Court: **Lübeck**		Thousands	Hundreds	Tens 13579	CERTIFIED COPY FROM THE COMMERCIAL REGISTER	Thousands	Hundreds	Tens	**HR B 4477** Page

No. of Entry	a) Company b) Location c) Object of Company	Nominal Capital in DM	Board Personally Liable Shareholder or Liquidator	Authorization to Act on Behalf of the Company	Legal Status	a) Date of Registration and Signature b) Comments
1	2	3	4	5	6	7
1	a) Bel Air neununddreiBigste Ver wal-tungsgesell-schaft mbH b) Lübeck c) Care and administration of own property and outside property of all descriptions. Excluded however are business activities (§ 34 c GewO, § 32 KWG et al.) if no such permission exists. The company may engage in all types of business which may directly or indirectly serve the company purpose and/or assume tasks related to it. It can establish subsidiaries and participate in identical or similar companies.	50,000.00	Esther Andersson merchant in Rondeshagen		Company with Limited Liability Memorandum of Association October 5, 1998. The Company has one or more managing director(s). If there is only one managing director, solely he/she represents the Company. If several managing directors are appointed, two of them together jointly or one acting jointly with a person vested with powers of commercial representation will represent the Company. The Company meeting can convey the sole right of representation and exemption from the restrictions contained in § 181. Esther Andersson, Managing Director, solely represents the Company. She is exempt from the restrictions of § 181 BGB [Civil Code]	a) Oct. 12, 1998
2 a)	TMW U.S. Property Fund Management GmbH [stamp] RECEIVED Haver & Mailänder Jan. 20, 1999		Georg von Werz attorney in Munich, born on 4/25/48 Thomas Hoeller, merchant in Munich, born on 9/30/53 Volker Krenzler, banker in Munich, born on 11/1/37 David Cobern Pahl, real estate salesman in Atlanta, GA (U.S.A.) born on 8/13/64 Thomas Frederick McWirther, Jr. real estate salesman in Atlanta, GA (U.S.A.) born on 10/7/45 Kenneth Alexander Campbell, Atlanta, Georgia born on 2/3/44		The Company meeting decided on Nov. 10, 1998 to change § 1 of the Memorandum of Association (firm). Esther Andersson is recalled as Managing Director. Georg von Werz, Thomas Hoeller and Volker Krenzler are appointed Managing Directors. They are exempt from the restrictions contained in § 181 BGB. The Company meeting held on Nov. 23, 1998 appointed David Cobern Pahl, Thomas Frederick McWirther, Jr. and Kenneth Alexander Campbell additional Managing Directors.	a) Dec. 1, 1998

Certification of Copy from Commercial Register Lübeck **HR B 4477:**

Entries underscored in black are regarded as deleted.

The above copy literally conforms with the entries in the Commercial Register and is hereby certified.

Lübeck. Jan. 18, 1999
[signature] Court Employee
as Documents Officer of the Registry
of the District Court Dept. 6

[seal]

Amtsgericht Lübeck | Tausender | Hunderter | Zehner 13579 | Tausender | Hunderter | Zehner 24680

HR B 4477

Nr. der Eintragung	a) Firma b) Sitz c) Gegenstand des Unternehmens	Grund- oder Stammkapital DM	Vorstand Persönlich haftende Gesellschafter/in Geschäftsführer/in Abwickler/in	Prokura	Rechtsverhältnisse	a) Tag der Eintragung und Unterschrift b) Bemerkungen
1	2	3	4	5	6	7
1	a) Bel Air neununddreißigste Verwaltungsgesellschaft mbH b) Lübeck c) die Betreuung und Verwaltung von eigenen und femden Vermögensanlagen jeder Art. Ausgenommen hiervon sind jedoch erlaubnispflichtige Geschäftstätigkeiten (§ 34 c GewO, § 32 KWG u.a.), solange eine solche Erlaubnis nicht vorliegt. Die Gesellschaft kann alle Geschäfte betreiben, die ~~mit~~ dem Gesellschaftszweck unmittelbar oder mittelbar dienen können und/oder mit ihm im Zusammenhang stehende Aufgaben übernehmen. Sie kann Zweigniederlassungen errichten und sich an gleichartigen oder ähnlichen Unternehmen beteiligen.	50.000,00	Esther Anderßon, Kauffrau in Rondeshagen		Gesellschaft mit beschränkter Haftung. Gesellschaftsvertrag vom 5. Oktober 1998. Die Gesellschaft hat einen oder mehrere Geschäftsführer. Ist nur ein Geschäftsführer vorhanden, so vertritt er die Gesellschaft allein. Sind mehrere Geschäftsführer bestellt, so vertreten jeweils zwei von ihnen gemeinschaftlich oder einer in Gemeinschaft mit einem Prokuristen. Die Gesellschafterversammlung kann Alleinvertretungsbefugnis und Befreiung von den Beschränkungen des § 181 erteilen. Die Geschäftsführerin Esther Anderßon vertritt die Gesellschaft allein. Sie ist von den Beschränkungen des § 181 BGB befreit.	a) 12. Oktober 1[illegible] [signature]
2 a)	TMW U.S. Property Fund Management GmbH		Georg von Werz, Jurist in München geb. 25.04.1948, Thomas Hoeller, Kaufmann in München, geb. 30.09.1953, Volker Krenzler, Bankkaufmann in München, geb. 01.11.1937, David Coborn Pahl Immobilienkaufmann in Atlanta/Georgia, geb. 13.08.1964, Thomas Frederick McWirther, Jr. Immobilienkaufmann in Atlanta/Georgia, geb. 07.10.1945 Kenneth Alexander Campbell, Atlanta/Georgia, geb. am 03.02.1944		Die Gesellschafterversammlung vom 10. November 1998 hat die Änderung des § 1 des Gesellschaftsvertrages (Firma) beschlossen. Esther Anderßon ist als Geschäftsführerin abberufen worden. Georg von Werz, Thomas Hoeller und Volker Krenzler sind als Geschäftsführer bestellt worden. Sie sind von den Beschränkungen des § 181 BGB befreit. Die Gesellschafterversammlung vom 23. November 1998 hat David Coborn Pahl, Thomas Frederick McWirther, Jr. und Kenneth Alexander Campbell zu weiteren Geschäftsführern bestellt.	a) 1. Dez. 1998 [signature]

Schwarz unterstrichene Eintragungen gelten als gelöscht.

RS 137-Karteiblatt HR B (6/92)

Fortsetzung Rückseite

Vorstehende Abschrift stimmt mit den Eintragungen im Handelsregister wörtlich überein und wird beglaubigt.

Lübeck, den -2. FEB. 199[illegible]

AMTSGERICHT LÜ[illegible]
113

[illegible], Justizangestellte
als Urkundsbeamter der Geschäftsstelle
des Amtsgerichts Abt. 6

-2. FEB.

Amtsgericht Lübeck

Beglaubigte Fotokopie

HR A 3703

Nr. der Eintragung	a) Firma b) Ort der Niederlassung (Sitz der Gesellschaft) c) Gegenstand des Unternehmens (bei juristischen Personen)	Geschäftsinhaber Persönlich haftende Gesellschafter Vorstand Abwickler	Prokura	Rechtsverhältnisse	a) Tag der Eintr[agung] und Untersch[rift] b) Bemerkungen
1	2	3	4	5	6
1	a) U.S. Property Fund GmbH & Co. KG b) Lübeck	TMW U.S. Property Fund Management GmbH, Lübeck		Kommanditgesellschaft, die mit der Eintragung in das Handelsregister beginnt. Das Vertretungsorgan der persönlich haftenden Gesellschafterin ist von den Beschränkungen des § 181 BGB befreit. Kommanditistin ist die Tecta Beteiligungsgesellschaft mbH, München, mit einer Einlage von <u>100.000,00 DM.</u>	a) 20. Nov. 1998 b) phG: HRB 447[...] Kom.: HRB 224[...] AG München
2				1) Die Einlage der Kommanditistin Tecta Beteiligungsgesellschaft mbH ist um DM 11.900.000,-- auf DM 12.000.000,-- erhöht worden. weitere Kommanditisten: — Einlagen: 2) SV Beteiligungs- und Grundstücksgesellschaft mbH., 70376 Stuttgart — DM 6.000.000,-- 3) VICTORIA Investment Properties L.P. Atlanta, Georgia GA 30328-4662-USA 5500 Interstate North Parkway — DM 6.000.000,-- 4) Minneapolis Investment Associates L.P. Atlanta, Georgia GA 30328-4662-USA, 5500 Interstate North Parkway — DM 6.000.000,-- 5) Zweite ATI Alster Trade Interest Beteiligungs-GmbH., 20095 Hamburg — DM 3.000.000,-- 6) WP Immobilien Holding GmbH i.Gr., 48159 Münster — DM 6.000.000,-- 7) Hamburg-Mannheimer Versicherungs-AG, 20457 Hamburg — DM 6.000.000,-- 8) Landschaftliche Brandkasse Hannover-Anstalt des öffentlichen Rechts-, 30159 Hannover — DM 6.000.000,-- 9) SV-Immobilien Beteiligungsgesellschaft Nr. 1 mbH, 65185 Wiesbaden — DM 6.000.000,-- 10) Pro Atlanta Beteiligungs- und Grundbesitzgesellschaft mbH., 40591 Düsseldorf — DM 6.000.000,--	a) 17. Dezember [...] b) AG Stuttgart HRB 19658 AG Hamburg HRB 51822 HRB 63229 AG Wiesbaden HRB 11014 AG Düsseldor[f] HRB 30813

Schwarz unterstrichene Eintragungen gelten als gelöscht.

AMTSGERICHT LÜBECK 113

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Lübeck, den -2. FEB. 1999

als Urkundsbeamter der Geschäftsstelle des Amtsgerichts Abt. 6

-2. FEB.

Fortsetzung [...]

HR 36 Karteiblatt HR A

TRANSPERFECT | TRANSLATIONS

City of Atlanta, State of Georgia, County of Fulton

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TALLAHASSEE, FLORIDA

Signature

Sworn to before me this

4th day of February, 1999.

Evelyn D. Barker

Signature, Notary Public

Notary Public, DeKalb County, Georgia
My Commission Expires Jan. 27, 2002

Stamp, Notary Public

... PEACHTREE STREET, NE, 19TH FL., ATLANTA, GA 30303 | TEL 404 525-7788 FAX 404 525-2808 WWW.TRANSPERFECT.COM

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[seal]