

m99000000679

Document Number Only

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400002865544--3

-05/06/99--01080--011

****285.00 ****285.00

T M W U.S. Property Fund
Management GmbH, LLC

- ☐ Profit
☐ NonProfit
☒ Limited Liability Company
☐ Foreign

- ☐ Amendment
☐ Dissolution/Withdrawal

- ☐ Merger
☐ Mark

- ☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☐ Certified Copy

- ☐ Annual Report
☐ Fict. Filing
☐ Photo Copies

- ☐ Other
☐ Change of R.A.
☐ UCC-1 UCC-3
☐ CUS

- ☐ Call When Ready
☒ Walk In

- ☐ Call if Problem
☐ Will Wait

- ☐ After 4:00
☒ Pick Up

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Updater	
Acknowledgment	DCC
no acknowledgment	
WFP Verifier	DCC

Please Request Extra Copy(s)
Filed Stamp

Thanks, Melanie ☺

MAY - 6

File 1st

m99000000679

**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. 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

3. 52-213-3551

(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 1, 1998

5. perpetual

(Date of Organization)

(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. 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:

George von Werz
Wittelsbacher Platz 1
D-80333 Munich Germany

managing
director

Thomas Hoeller
Wittelsbacher Platz 1
D-80333 Munich Germany

managing
director

Volker Krenzler
Wittelsbacher Platz 1
D-80333 Munich Germany

managing
director

NAME & ADDRESS:

TITLE:

David C. Pahl
5500 Interstate N. Parkway, Suite 200
Atlanta, Georgia 30328-4662

managing
director

Thomas F. McWhirter, Jr.
5500 Interstate N. Parkway, Suite 200
Atlanta, Georgia 30328-4662

managing
director

Kenneth A. Campbell
5500 Interstate N. Parkway, Suite 200
Atlanta, Georgia 30328-4662

managing
director

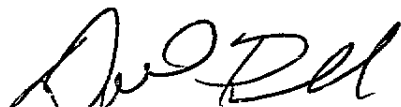
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official
having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign
language, 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:

FILED
89 MAY -6 PM 3:55
SECRETARY OF STATE
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 \$ 1;
(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

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

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



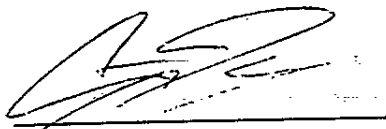
TRANSPERFECT | TRANSLATIONS

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

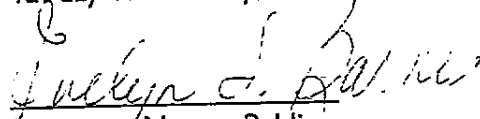
Certificate of Extraction from Court of Lubeck with respect to TMW
U.S. Property Fund Management GmbH


Signature

FILED
99 MAY -6 PM 3:55
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: Liibeck			Thousands	Hundreds	Tens	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 neundirektional Verwaltungsgesellschaft mbH b) Liibeck 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	Esler Andersson merchant in Romsdalen				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. Esler 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 & Mehlender Jan. 20, 1999		Georg von Weiz 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 Cohen Pahl, real estate salesman in Atlanta, GA (U.S.A.) born on 8/13/64 Thomas Frederick McWirtner, 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). Esler Andersson is recalled as Managing Director. Georg von Weiz, 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 Cohen Pahl, Thomas Frederick McWirtner, 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]

Antrag auf Eintragung in das Handelsregister

1. Teil

2. Teil

3. Teil

4. Teil

5. Teil

6. Teil

7. Teil

8. Teil

9. Teil

10. Teil

HR B 4477

Nr. der Eintragung	a) Firma b) Sitz c) Gegenstand des Unternehmens	Tausender Hundert DM	Zähler 13579 Vorsitz Gesellschafter/in Geschäftsführer/in Abwörter/in	Prokura	Rechtsverhältnisse	Zähler 24680	a) Tag der Eintragung b) Unterschrift c) Bemerkungen
1	a) Bei der neundreißigsten Ver- waltungsgesellschaft mbH b) Lübeck c) die Betreuung und Verwaltung von eigenen und fremden Vermögensanlagen jeder Art. Ausgenommen hiervon sind jedoch erlaubnispflichtige Geschäfts- tätigkeiten (§ 34 c GewO, § 32 KMG u.a.), solange eine solche Erlaubnis nicht vorliegt. Die Gesellschaft kann alle Ge- schäfte 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 betei- ligen.	50.000,00	Esther Anderßon, Kaufmann 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 Alleinvertrugungs- befugnis und Befreiung von den Beschränkungen des § 161 erteilen. Die Geschäftsführerin Esther Anderßon vertritt die Gesell- schaft allein. Sie ist von den Beschränkungen des § 161 868 befreit.		a) 12. Oktober 1998 b) Unterschrift c) Bemerkungen
2 a)	TMW U.S. Property Fund Management GmbH		Georg von Wertz, Jurist in München geb. 25.04.1948, Thomas Hoeller, Kaufmann in München, geb. 30.08.1953, Volker Krenzler, Bankkaufmann in München, geb. 01.11.1937, David Cöbern Pahl Immobilienkauf- mann in Atlanta/ Georgia, geb. 13.08.1964, Thomas Frederick McMurcher, 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 Wertz, Thomas Hoeller und Volker Krenzler sind als Geschäftsführer bestellt worden. Sie sind von den Beschränkungen des § 161 868 befreit. Die Gesellschafterversammlung vom 23. November 1998 hat David Cöbern Pahl, Thomas Frederick McMurcher, Jr., und Kenneth Alexander Campbell zu weiteren Geschäfts- führern bestellt.		a) 1. Dez. 1998 b) Unterschrift c) Bemerkungen



Vorstehende Abschrift stimmt mit den
Eintragungen im Handelsregister wörtlich
überein und wird beglaubigt.
- 2. FEB. 1939

Neuhaus
als Urkundenbeamter der Geschäftsstelle
des Amtsgerichts Abl. 6

- 2. FEB.

Amtsgericht Lübeck

Tausender
Hundert
Zehner
13579

Registrierungsnummer

Tausender
Hundert
Zehner
24680

HR A 3703

Nr.
der
Ein-
tra-
gung

a) Firma
b) Ort der Niederlassung
(Sitz der Gesellschaft)
c) Gegenstand des Unternehmens
(bei juristischen Personen)

Geschäftsinhaber
Persönlich haftende Gesellschafter
Vorstand
Abwickler

Rechtsverhältnisse

a) Tag der Ein-
und Unters-
b) Benennung

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 Gesell-
schafterin ist von den Beschränkungen des § 181 BGB
befreit.
Kommanditistin ist die
Tecta Beteiligungsgesellschaft mbH, München,
mit einer Einlage von 100.000,00 DM.

a) 20. Nov. 1998
b) pHG: HRB 4477
Kom.: HRB 224
AG München

2

1) Die Einlage der Kommanditistin Tecta Beteiligungs-
gesellschaft mbH ist um DM 11.900.000,-- auf
DM 12.000.000,-- erhöht worden.

a) 17. Dezember

Weitere Kommanditisten:

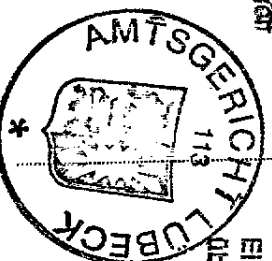
Einlagen:

1) SV Beteiligungs- und Grunderwerbs-
gesellschaft mbH, 70376 Stuttgart
2) VICTORIA Investment Properties L.P.,
Atlanta, Georgia GA 30328-4082-USA
3) 5500 Interstate North Parkway
4) Minneapolis Investment Associates
L.P., Atlanta, Georgia GA 30322-
4823-USA, LEED Interceptor
5) North Parkway
6) Zweite AT Altor Trade Interest
7) Beteiligungs-GmbH, 20085 Hamburg
8) WP Immobilien Holding GmbH i.G.R.,
48150 Münster
9) Herding-Henneker Versicherungs-AG,
20457 Hamburg
10) Landessächliche Brandkasse Hannover-
Anstalt des öffentlichen Rechts,
30159 Hannover
11) SV-Immobilien Beteiligungsgesell-
schaft Nr. 1 mbH, 65185 Wiesbaden
12) Pro Atlanta Beteiligung- und Grund-
besitzgesellschaft mbH,
40561 Düsseldorf

a) AG Stuttgart
HRB 19658
AG Hamburg
HRB 51822
HRB 63223
AG Mescheden
HRB 11014
AG Düsseldorf
HRB 20812

Schwarz unterstrichene Eintragungen
gelten als gelöscht.

Vorstehende Abschrift stimmt mit
Eintragungen im Handelsregister wörtlich
überein und wird beglaubigt.
Lübeck, den 2. FEB. 1999
Ullrich
als Urkundsbeamtin der Geschäftsstelle
des Amtsgerichts Abt. 6





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

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

Sworn to before me this

4th day of February, 1999.

Signature, Notary Public

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

Stamp, Notary Public

District Court: Lübeck				Thousands		Hundreds		Tens		CERTIFIED COPY FROM THE COMMERCIAL REGISTER		Thousands		Hundreds		Tens		HR B 4477 Page	
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Lübeck. Jan. 18, 1999

[signature] Court Employee
as Documents Officer of the Registry
of the District Court Dept. 6

[seal]