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ACCOUNT NO. : 072100000032

REFERENCE : 191425 4355031

AUTHORIZATION :

COST LIMIT : \$ 285.00

*Patricia Puyat*

ORDER DATE : April 1, 1999

ORDER TIME : 9:19 AM

ORDER NO. : 191425-010

CUSTOMER NO: 4355031

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 APR -6 PM 12:40

FILED

FOREIGN FILINGS

8000002830548--2

NAME: REALTY ASSOCIATES FUND III LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	4/16/99
Availability	dec
Document	XX
Examiner	DEC
Updater	DEC
Updater	
Verifier	
Acknowledgement	DEC
W. P. Verifier	DEC

CONTACT PERSON: Maria Stephens

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RECEIVED  
99 APR -6 AM 10:42

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:

7.	c/o TA Associates Realty, 28 State Street, 10th Floor	PM 12:40	D
	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)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Realty Associates Fund III Trust</u>	MGRM	_____	_____
c/o TA Associates Realty		_____	_____
<u>28 State Street, 10th Floor</u>		_____	_____
<u>Boston, Massachusetts 02109</u>		_____	_____
_____	_____	_____	_____
_____		_____	
_____		_____	
_____	_____	_____	_____
_____		_____	

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

The undersigned member or authorized representative of a member of \_\_\_\_\_  
Realty Associates Fund III 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 III 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**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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 III 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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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.*

Corporation Service Company

By: Benita Rutherford-Drake

(Signature)

Assistant Secretary

**Filing Fee: \$ 35 for Designation of Registered Agent**

State of Delaware  
Office of the Secretary of State

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

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

FILED

99 APR -6 PM 12:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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04-02-99



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: