State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: $50.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

Foreign Business Corporation
Annual Report

Filing Period: January 1 - March 1

In accordance with R.I.G.L. 7-1.2-1501(e), each corporation failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-1.2-1501(c&d)) is subject to a penalty fee of $25.00.

ANNUAL REPORT YEAR: 2011

1. Corporate ID No. 000139417

2. Name of Corporation HINES REAL ESTATE INVESTMENTS, INC.

3. Street Address Principal Business Office:

No. and Street: 2800 POST OAK BOULEVARD, SUITE 4800
City or Town: HOUSTON State: TX Zip: 77056 Country: USA

4. Business Phone No.

7136218000

5. State of Incorporation

State: DE

6. Brief Description of the Character of Business Conducted in Rhode Island

TO ENGAGE IN THE SALE OF SECURITIES

7. Names and Addresses of the Officers and Directors:

All officers and directors must be listed.

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
PRESIDENT	JOHN M EARLEY	2800 POST OAK BLV, STE 4800 HOUSTON, TX 77056 USA
TREASURER	FRANK R APOLLO	2800 POST OAK BLVD, SUITE 4800 HOUSTON, TX 77056 USA
SECRETARY	FRANK R APOLLO	2800 POST OAK BLVD, SUITE 4800 HOUSTON, TX 77056 USA
CEO	CHARLES M BAUGHN	2800 POST OAK BLVD HOUSTON, TX 77056 USA
VICE PRESIDENT	MARY R MCCARTHY	2800 POST OAK BLVD, SUITE 4800 HOUSTON, TX 77056 USA
VICE PRESIDENT	FRANK R APOLLO	2800 POST OAK BLVD, SUITE 4800 HOUSTON, TX 77056 USA
ASSISTANT SECRETARY	SUSAN DUDLEY	2800 POST OAK BLV, STE 4800 HOUSTON, TX 77056 USA
DIRECTOR	CHARLES N HAZEN	2800 POST OAK BLVD, SUITE 4800 HOUSTON, TX 77056 USA
DIRECTOR	SHERRI W SCHUGART	2800 POST OAK BLVD, SUITE 4800 HOUSTON, TX 77056 USA
DIRECTOR	CHARLES M BAUGHN	2800 POST OAK BLVD, SUITE 4800 HOUSTON, TX 77056 USA
DIRECTOR	CHRISTOPHER D HUGHES	2800 POST OAK BLVD, SUITE 4800 HOUSTON, TX 77056 USA

8. Shares Authorized and Issued

Class of Stock	Series of Stock	Par Value Per Share	Total Authorized Shares *Number of Shares*	Total Issued and Outstanding *Num of Shares*
CWP		$0.01	10,000.00	2083

9. This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

Signed this 24 Day of February, 2011 at 11:10:21 AM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

By FRANK R. APOLLO
Signature of Authorized Representative of the Corporation

VP/SECRETARY/TREASURER
Title

This report cannot be accepted for filing if an officer has executed the form and he/she is not

listed in section 7.

Form No. 630
Revised 09/07

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