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145608



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

FEB 09 2005

By

145608

LIMITED PARTNERSHIP

APPLICATION FOR CERTIFICATE OF REGISTRATION

(To Be Filed In Duplicate Original)

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
05 FEB -9 AM 11:15

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the state of Rhode Island and for that purpose submits the following statement:

1. The name of the limited partnership is US Real Estate Limited Partnership

(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")

and, if different, the name which it proposes to register and transact business in the state of Rhode Island is:

USRELP, L.P.

2. The limited partnership is organized under the laws of Texas

and the date of its formation is November 1, 1991

3. The general character of the business it proposes to transact in Rhode Island is:
real estate investments

4. The name and address of the agent for service of process is CT CORPORATION SYSTEM

(Name of Agent)

10 Weybosset Street

(Street Address, not P.O. Box)

Providence

(City/Town)

RI 02903

(Zip Code)

5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

6. The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:

9830 Colonnade Blvd., Suite 600, San Antonio, Texas 78230-2239

44:01 NW 3-83350

7. The name and business address of each general partner is:

<u>General Partner</u>	<u>Business Address</u>
USAA Real Estate Company	9830 Colonnade Blvd., Suite 600, San Antonio, TX 78230-2239

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

9830 Colonnade Blvd., Suite 600, San Antonio, Texas 78230-2239

9. A mailing address for the foreign limited partnership is 9830 Colonnade Blvd., Suite 600, San Antonio, Texas 78230-2239

10. As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.

Date: February 1, 2005

US Real Estate Limited Partnership

Print Exact Name of Limited Partnership Making Application
USAA REAL ESTATE COMPANY, a Delaware corporation,
its General Partner,
By Randal R. Seewald
General Partner

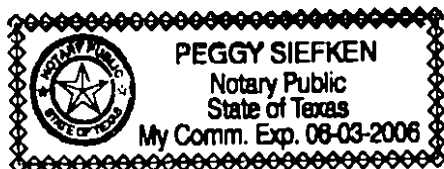
Randal R. Seewald, VP & Secretary of USAA Real Estate Company, its general partner.

STATE OF TEXAS
COUNTY OF BEXAR

In San Antonio, Texas, on this 1st day of February, 2005, personally appeared before me Randal R. Seewald who, being by me first duly sworn, declared that he/she is a general partner of US Real Estate Limited Partnership that he/she signed the foregoing document as a general partner of the limited partnership, and that the statements herein contained are true. on behalf of the

Vice President & Secretary of the

Notary Public
My Commission Expires: 6/3/06



Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate Of Limited Partnership for US REAL ESTATE LIMITED PARTNERSHIP (filing number: 6210910), a Domestic Limited Partnership (LP), was filed in this office on November 01, 1991.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 01, 2005.



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State

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