

L970000 00771

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

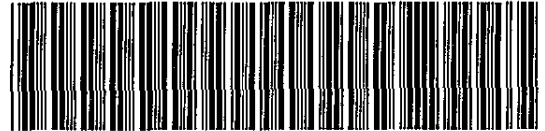
(Document Number)

Certified Copies _____

Certificates of Status _____

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2005 DEC -5 PM 4: 03
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN DEC 8 2005



Angie Wong
(415) 257-3610
awong@hearthstone.com

December 2, 2005

Florida Department of State
Division of Corporations – Limited Partnership Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Cancellation/Dissolution of Florida Entities

Dear Sir or Madam:

1. Enclosed for filing are the following documents (original + 1 copy for acknowledgment) with checks for the applicable filing fee:

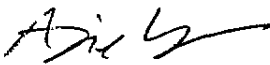
Entity	Document No.	Document	Fee
Arden Estates-Davenport Limited Partnership	A97000001563	Certificate of Cancellation	\$52.50
Madison Green-Royal Limited Partnership	A99000001307	Certificate of Cancellation	\$52.50
Mallory Square-Palm Beach Limited Partnership	A99000001197	Certificate of Cancellation	\$52.50
FL MS/HIIP GP, L.C.	L97000000771	Articles of Dissolution	\$25.00

2. Please return one stamped acknowledgment copy of each document to:

Angie Wong
Hearthstone, Inc.
781 Lincoln Avenue, Suite 300
San Rafael, CA 94901

3. If you have any questions, please contact Angie Wong at (415) 257-3610. Thank you for your assistance.

Very truly yours,


Angie Wong
Senior Paralegal

Enclosures

**ARTICLES OF DISSOLUTION
FOR
A FLORIDA LIMITED LIABILITY COMPANY**

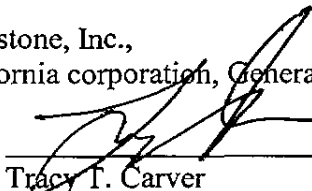
1. The name of the limited liability company is FL MS/HIIP GP, L.C. (the "Company").
2. The Articles of Organization were filed on July 16, 1997 and assigned document number L97000000771.
3. The effective date of the Company's dissolution is December 31, 2005.
4. Pursuant to Section 608.441, Florida Statutes, the Company is dissolving pursuant to the written consent of all members of the Company.
5. All debts, obligations and liabilities of the Company have been paid or discharged.
6. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.
7. There are no suits pending against the Company in any court.

Signatures of the members having the same percentage of membership interests necessary to approve the dissolution:

HEARTHSTONE MULTI-STATE HOMEBUILDING PARTNERS, L.P.,
a Delaware limited partnership

By: Hearthstone Professionals V, L.P.,
a California limited partnership, General Partner

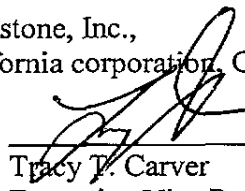
By: Hearthstone, Inc.,
a California corporation, General Partner

By: 

Tracy T. Carver
Executive Vice President-General Counsel

HEARTHSTONE INDEPENDENT INVESTOR PARTNERS, L.P.,
a California limited partnership

By: Hearthstone, Inc.,
a California corporation, General Partner

By: 

Tracy T. Carver
Executive Vice President-General Counsel

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