

2005 LIMITED LIABILITY COMPANY REINSTATEMENT

DOCUMENT # M03000000906 1. Entity Name MS WHISPERING PALMS, L.L.C.		 04
Principal Place of Business 1585 BROADWAY, 37TH FLOOR C/O MORGAN STANLEY REAL ESTATE FUNDS NEW YORK, NY 10036		Mailing Address 1585 BROADWAY, 37TH FLOOR C/O MORGAN STANLEY REAL ESTATE FUNDS NEW YORK, NY 10036
3. Principal Place of Business 3424 Peachtree RD Suite, Apt. #, etc. Suite 800 NE City & State Atlanta, GA Zip 30326	3. Mailing Address 3424 Peachtree Rd Suite, Apt. #, etc. Suite 800 AHN! Koren Sandler-Conrad City & State Atlanta, GA Zip 30326	FILED 05 MAY 16 PM 1:58 SECRETARY OF STATE TALLAHASSEE, FLORIDA 05022005 REIN-LLC CR2E101 (6/04)
4. FEI Number 20-1796311		Applied For ☐ Not Applicable
5. Certificate of Status Desired ☐ \$5.00 Additional Fee Required		
6. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324		7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City FL Zip Code
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. SIGNATURE <u>Mary R. Adams</u> MARY R. ADAMS <u>5/13/05</u> Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent must be a resident of the State of Florida.) DATE		
FILE NOW!!! FEE IS \$200.00		
9. MANAGING MEMBERS/MANAGERS		10. ADDITIONS/CHANGES
TITLE NAME STREET ADDRESS CITY-ST-ZIP MGRM MORGAN STANLEY REAL ESTATE FUND IV 1585 BROADWAY, 37TH FLOOR NEW YORK, NY 10036	☐ Delete	☐ Change ☐ Addition 100054914351 05/20/05--01038--004 **200.00
TITLE NAME STREET ADDRESS CITY-ST-ZIP MGRM MORGAN STANLEY REAL ESTATE INVESTORS IV 1585 BROADWAY, 37TH FLOOR NEW YORK, NY 10036	☐ Delete	☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP MGRM MORGAN STANLEY REAL ESTATE FUND IV 1585 BROADWAY, 37TH FLOOR NEW YORK, NY 10036	☐ Delete	☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP MGRM MSP REAL ESTATE FUND IV, L.P. 1585 BROADWAY, 37TH FLOOR NEW YORK, NY 10036	☐ Delete	☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	☐ Delete	☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	☐ Delete	☐ Change ☐ Addition
11. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.		
SIGNATURE: <u>Christopher L. O'Dell</u> Christopher L. O'Dell <u>May 2, 2005</u> (212) 762-7829 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE Date Daytime Phone #		