2006 LIMITED LIABILITY COMPANY ANNUAL REPORT

FILED
06 MAY 18 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # M03000000906

1. Entity Name
MS WHISPERING PALMS, L.L.C.

Principal Place of Business	Mailing Address
ATTN: KAREN SADDLER-CONRAD 3424 PEACHTREE ROAD, SUITE 800 ATLANTA, GA 30326	ATTN: KAREN SADDLER-CONRAD 3424 PEACHTREE ROAD, SUITE 800 ATLANTA, GA 30326

02022006 Chg-LLC CR2E083 (11/05)

2. Principal Place of Business	3. Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Zip / Country	Zip / Country

4. FEI Number APPLIED FOR — [X] Applied For [ ] Not Applicable

5. Certificate of Status Desired [ ] **$5.00** Additional Fee Required

6. Name and Address of Current Registered Agent	7. Name and Address of New Registered Agent
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324	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 _____ DATE
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

Filing Fee is $50.00
Due by May 1, 2006

Make check payable to Florida Department of State

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	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] Change [ ] Addition 600075187016 05/24/06--01012--001 **55.00
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	MGRM MORGAN STANLEY REAL ESTATE INVESTORS IV 1585 BROADWAY, 37TH FLOOR NEW YORK, NY 10036	[ ] Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] Change [ ] Addition
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TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	MGRM MSP REAL ESTATE FUND IV, L.P. 1585 BROADWAY, 37TH FLOOR NEW YORK, NY 10036	[ ] Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] Change [ ] Addition
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TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] Change [ ] Addition

11. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, 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: Wanda F. Davis (Wanda F. Davis) 5/11/06 404-846-1385
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE — Date — Daytime Phone #