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LEXFORD

Nicole R. McCabe
Administrative Assistant

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Lexford, Inc.
6954 Americana Parkway
Reynoldsburg, Ohio 43068
614.759.1566

June 11, 1998

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-06/12/98--01081--007
*****87.50 *****87.50

Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

VIA UPS OVERNIGHT

Re: Lexford Residential Trust, a Maryland real estate investment trust ("Lexford")

Gentlepersons:

After speaking with your office on May 27, 1998, I was advised that your state does not provide for the merger of two foreign entities. So, in order to show the withdrawal of Lexford, Inc., an Ohio corporation, I would need to file the following items:

1. Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida;
2. A check in the amount of \$35.00 for filing fees and a check in the amount of \$52.50 to receive a certified copy of the withdrawal.

Should you have any questions please contact me at the number listed above. Thank you for your assistance in this matter.

Sincerely,

Nicole R McCabe

Nicole R. McCabe
Administrative Assistant
Legal Department

Enclosures

FILED
98 JUN 12 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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withdr.
6-16-98
CC

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Lexford, Inc.
(Name of Corporation)

Ohio
(Incorporated Under Laws Of)

FILED
98 JUN 12 PM 2:47
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

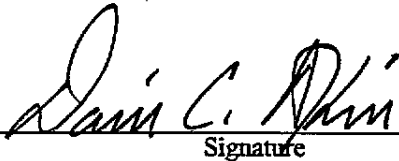
The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o Legal Department, 6954 Americana Parkway
(Mailing Address)

Reynoldsburg, OH 43068

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature

Assistant Vice President
Title

Dain C. Akin

Typed or printed name

6/11/98
Date