

A26579

L&B Realty Advisors, Inc.
Dedicated to Superior Client Service

8750 North Central Expressway
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Tel: 214-989-0800
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May 1, 2002

Via Certified Mail

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-05/08/02--01037--001
***105.00 ***105.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Lehndorff & Babson Pentagon City, Ltd.
FEI Number 75-2266738
A26579

TO WHOM IT MAY CONCERN:



Enclosed is an executed Certificate of Cancellation for the above referenced Florida partnership along with check #372238 in the amount of \$105.00. Also enclosed is an executed copy of the corporate resolution dated December 31, 2001 terminating the partnership. Please remove this entity from transacting business in the State of Florida and return a certified copy of the amendment to me at the following address:

Karen Campbell
L&B Realty Advisors, Inc.
8750 N. Central Expressway
Suite 800
Dallas, TX 75231

If you have any questions, please call me at 214.989.0683.

Sincerely,

Karen Campbell
Analyst,
Portfolio Management &
Corporate Records

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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QR

CERTIFICATE OF CANCELLATION FOR

LEHNDORFF & BABSON PENTAGON CITY, LTD.

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.113, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on June 16, 1988, hereby submits this certificate of cancellation.

FIRST: Reason for cancellation: (State why partnership is submitting cancellation)

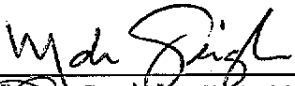
The Partnership terminated due to the reduction to cash or cash equivalents substantially all of the property and assets of the Partnership.


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECOND: This certificate of cancellation shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signatures of all general partners:


Mark R. Gerick, Executive V.P., L&B Realty Advisors, Inc.


State Board of Administration, State of Florida, as trustee
for the System Trust Fund of the Florida Retirement System.

DOUGLAS W. BENNETT
Chief Investment Officer,
Real Estate

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE PARTNERS
IN LIEU OF MEETING
OF
THE PARTNERS
OF
LEHNDORFF & BABSON PENTAGON CITY, LTD.**

The undersigned, being all of the partners of LEHNDORFF & BABSON PENTAGON CITY, LTD. (the "Partners"), a Florida limited partnership (the "Partnership"), hereby consent to the adoption of the following resolutions with the same force and effect as if they were adopted and approved at a duly constituted meeting of the Partners.

WHEREAS, substantially all of the assets of the Partnership have been sold;

WHEREAS, pursuant to Section 6.01 of the Agreement of Limited Partnership of Lehdorff & Babson Pentagon City, Ltd. dated June 16, 1988 (the "Partnership Agreement"), the Partnership shall dissolve upon reduction to cash or cash equivalents substantially all of the property and assets of the Partnership;

WHEREAS, all of the assets of the Partnership have been distributed pursuant to the Partnership Agreement; and

WHEREAS, the Partners have agreed to terminate the partnership as of October 31, 2001.

NOW, THEREFORE BE IT:

RESOLVED, that the Partnership has been dissolved in accordance with Article VI of the Partnership Agreement.

FURTHER RESOLVED, that the Partnership shall be terminated as of October 31, 2001.

FURTHER RESOLVED, that the Partners of the Partnership and those persons designated as officers of the Partnership in or pursuant to the Partnership Agreement are authorized and directed on behalf of the Partnership to take any and all actions necessary and appropriate to carry out the foregoing resolutions.

FURTHER RESOLVED, that the actions heretofore taken by any partner or officer of the Partnership in connection with the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, the undersigned have duly executed this Consent this 31
day of December, 2001.

L&B REALTY ADVISORS, INC.
a Delaware corporation

By: Mark R. Geriok
Name: Mark R. Geriok
Title Exec. V.P.

STATE BOARD OF ADMINISTRATION
STATE OF FLORIDA, as trustee for the
SYSTEM TRUST FUND of the FLORIDA
RETIREMENT SYSTEM

By: Douglas W. Bennett
Name: **DOUGLAS W. BENNETT**
Title **Chief Investment Officer,**
Real Estate

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA