

001945-11173-014 **52.50

Prudential  Financial

Prudential Investment Management

Prudential Real Estate Investors, TMW Property Funds (USA)
Two Ravinia Drive, Suite 400, Atlanta GA 30346-2104
Tel 770 481-3000 Fax 770 481-3550

FILED

2005 JAN 19 P 2:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA OVERNIGHT DELIVERY

January 18, 2005

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: TMW USPF II-Verwaltungs-GmbH & Co. KG Limited Partnership
Document No. B04000000217

Dear Sir or Madam:

Enclosed please find a Certificate for Cancellation and Transmittal Letter with regard to the above-referenced entity. Since this entity is no longer conducting business in Florida, we wish to withdraw effective immediately. I have also included a check in the amount of \$52.50 in payment of the required filing fee.

Thank you for your assistance in this matter. Should you require additional information, please feel free to contact me at 770-481-3561.

Sincerely,



Rosemary Van Arsdale for
John A. Rose, Vice President

:rva

Enclosures

cc: R. Hayes, CT Corporation System

CERTIFICATE OF CANCELLATION
FOR

FILED

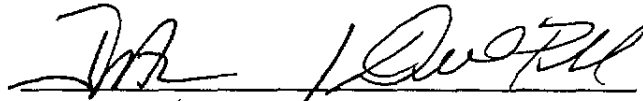
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TMW USPF II-Verwaltungs-GmbH & Co. KG Limited Partnership

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of section 620.174, Florida Statutes, this foreign limited partnership hereby submits this Certificate of Cancellation in order to cancel its registration with the Florida Department of State.



(Signature of a General Partner)

John A. Rose and David Pahl, Attorneys-in-Fact

(Typed or Printed name of General Partner Signing Above)

pursuant to that certain Special Power of Attorney
dated as of November 29, 2004

STATE OF Georgia

COUNTY OF DeKalb

On this 18th day of January, 2005,
personally appeared before me, John A. Rose and David Pahl

☒ who ^{are} personally known to me

☐ whose identity I proved on the basis of _____



Notary Public Signature

Rosemary Van Arsdale

Notary's Printed Name

Seal

My Commission Expires: October 9, 2007