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Division of Corporations

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Florida Department of State
Division of Corporations
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**DISS/TERM/CANCEL/REV OF LP/LLP
MSR RESORT INTERMEDIATE MEZZ, LP**

Certificate of Status	0
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13 JUL -3 PM 4:03
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**NOTICE OF CANCELLATION
FOR
FOREIGN LIMITED PARTNERSHIP
OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

MSR RESORT INTERMEDIATE MEZZ, LP

(Name of limited partnership or limited liability limited partnership)

DELAWARE

(Jurisdiction of formation)

AUGUST 12, 2004

(Date authorized to transact business in Florida)

This foreign limited partnership or limited liability limited partnership is no longer transacting business in Florida and wishes to cancel its certificate of authority pursuant to s. 620.1907, F.S.

This entity appoints the Florida Department of State as its agent for service of process for rights of action arising out of the transaction of business in this state.

Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a ~~general partner~~ Liquidator:



Typed or printed name:

*MS Resorts Liquidating Trustee LLC, as Liquidator of
MSR Resort Intermediate Mezz, LP
By: Christopher Davine, Vice President*

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:23 PM 05/29/2013
FILED 03:37 PM 05/29/2013
SRV 130684184 - 3840812 FILE

CERTIFICATE OF CANCELLATION OF CERTIFICATE OF LIMITED PARTNERSHIP

The limited partnership organized under the Delaware Revised Uniform Limited Partnership Act (the "Act"), for the purpose of canceling the Certificate of Limited Partnership of the limited partnership pursuant to Section 17-203 of the Act, hereby certifies that:

1. The name of the limited partnership is MSR RESORT INTERMEDIATE MEZZ, LP (the "Partnership").
2. The Partnership's Certificate of Limited Partnership was originally filed in the Office of the Secretary of State on August 10, 2004.
3. The Partnership filed for bankruptcy relief under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") on February 1, 2011.
4. The filing of this Certificate of Cancellation has been duly authorized pursuant to the Order (the "Confirmation Order") entered on February 22, 2013, by the Honorable Sean H. Lane, United States Bankruptcy Judge of the Bankruptcy Court confirming the Second Amended Joint Plan of Reorganization of MSR Resort Golf Course LLC, et al., Pursuant to Chapter 11 of the Bankruptcy Code (the "Plan").
5. This Certificate of Cancellation shall be effective upon filing with the Delaware Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Cancellation as of this 11th day of May, 2013.

MS Resorts Liquidating Trustee LLC, as
Liquidator of MSR Resort Intermediate Mezz, LP

By: 

Christopher Devine
Vice President

MSR Resort Intermediate Mezz, LP

Amendment to Certificate of Limited Partnership

5. The limited partnership is dissolved and has no general partners. The following entity has been appointed to wrap up the affairs of the LP:

MS Resorts Liquidating Trustee LLC, as Liquidator
of MSR Resort Intermediate Mezz, LP
One Post Office Square, Suite 3100
Boston, MA 02109