

B95000000310

SPV REAL ESTATE PARTNERS NO. 1, L.P.

MORGAN STANLEY REAL ESTATE FUNDS
1999 AVENUE OF THE STARS, SUITE 2000
LOS ANGELES, CALIFORNIA 90067-6086
TELEPHONE: (310) 788-2200
FACSIMILE: (310) 788-2282

February 22, 2000

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

000003150920--1
-02/29/00--01018--002
*****52.50 *****52.50

To Whom It May Concern:

Please find the enclosed Certificate of Cancellation, Certificate of Cancellation of Registration of Foreign Limited Partnership, and a check in the amount of \$52.50 to cancel the registration of our limited partnership with your state.

Please contact Sonja Ikaheimo for any questions you may have regarding this matter at (310) 788-2265. The acknowledgment should be addressed to my attention. The mailing address for both of us is 1999 Avenue of the Stars, Suite 2000, Los Angeles, CA 90067.

Very truly yours,



Amy J. Wissmann

AJW/ks

APPROVED
AND
FILED
00 FEB 28 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-2-00

**CERTIFICATE OF CANCELLATION
FOR**

SPV Real Estate Partners No. 1, Limited Partnership
(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.

by: SPU Corp
by: Amy Wissmann

(Signature of a General Partner)

Amy Wissmann

(Typed or Printed name of General Partner Signing Above)

STATE OF

California

COUNTY OF

Los Angeles

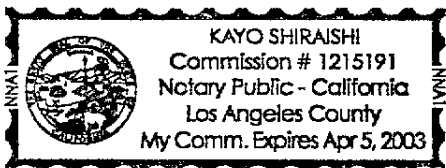
On this 22nd day of February, 19 2000, Amy Wissmann
personally appeared before me,



who is personally known to me



whose identity I proved on the basis of _____



Seal

Kayo Shiraishi
Notary Public Signature
Kayo Shiraishi
Notary's Printed Name

My Commission Expires: Apr 5, 2003

DEPT. OF STATE
TALLAHASSEE
FLORIDA
00 FEB 28 PM 12:11
APPROVED
AND
FILED