

B99000000409

2005 JAN 19 P 2: 16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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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: 16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA OVERNIGHT DELIVERY

January 18, 2005

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

RE: U.S. Property Management II, L.P.
Document No. B99000000409

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

2005 JAN 19 P 2:16

U.S. Property Management II, L.P.
(insert name currently on file with Florida Dept. of State)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, Vice President

(Typed or Printed name of General Partner Signing Above)

STATE OF Georgia

COUNTY OF DeKalb

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

- who is 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