THE ROUSE COMPANY

F000000002726

February 1, 2002

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/05/02--01075--009
*****35.00   *****35.00

RE: Rouse-Duval, Inc.

Dear Sir or Madam:

Enclosed are: 1) one executed original and one copy of the Application by Foreign Corporation for Withdrawal of Authority to Transact Business in Florida, and 2) a check for $35.00 made payable to the Secretary of State to cover the filing of Application by Foreign Corporation for Withdrawal of Authority to Transact Business in Florida for Rouse-Duval, Inc. with the State of Florida.

Please forward the State's certificates of withdrawal for Rouse-Duval, Inc. to my attention at the address shown at the bottom of this letterhead. If you have any questions concerning the filing, or require additional information, please feel free to give me a call at (410) 992-6171.

Thank you in advance for your prompt attention to this matter.

Sincerely yours,

Colin G. Moorhouse
Law Clerk

02 FEB -5 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

136415

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

Rouse-Duval, Inc.
_____
(Name of Corporation)

Maryland
_____
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.
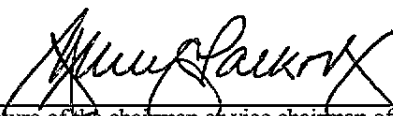
The following is a current mailing address for the corporation:

10275 Little Patuxent Parkway
_____
(Mailing Address)

Columbia, Maryland 21044
_____
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

_____ Vice- President
Signature of the chairman or vice chairman of the board,   Title
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Jeffrey C. Palkovitz
_____   _____
Typed or printed name   Date