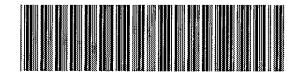


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CT CORPORATION SYSTEM

December 11, 2002

Secretary of State, Florida 409 East Gaines Street Tallahassee FL 32399

Re: Order #: 5740564 SO

Customer Reference 1: 961643-050003 Customer Reference 2: 214 969-3746

Dear Secretary of State, Florida:

Please file the attached:

CFP, Inc. (DE) Withdrawal Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton Sr. Fulfillment Specialist Jeff Netherton@cch-lis.com

660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA CFP, Inc. (Name of Corporation) Delaware (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 to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o CenterAmerica Property Trust, L.P., 3901 Bellair Blvd.		
(Mailing Address)		
Houston, TX 77025, Attention: Michael D. Axelrad		
(City/ State /Zip)		

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

Stort Surger	Vice President
Signature John F. Buza	Title
Typed or printed name	Date