

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 Venture, 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 Venture, Inc.
(Name of Corporation)

Delaware
(Incorporated Under Laws Of)

FILED
02 DEC 11 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Bellaire 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.


Signature Title
John P. Buza Vice President
Typed or printed name Date