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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 MAY -5 PM 12:38

Withdrawal
LFF
5-13-03



April 30, 2003

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

RE: Withdrawal of Cousins MarketCenters, Inc.

Dear Sir or Madam:

Enclosed is the transmittal letter and application to withdrawal Cousins MarketCenters, Inc. from Florida. In addition, a check for the filing fee and certified copy fee of \$43.75 is enclosed.

If you have any questions, please contact me at 770-857-2589.

Sincerely,

Trisha A. Hurst
Senior Tax Accountant

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2003 MAY -5 PM 12:38

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

Cousins MarketCenters, Inc.

(Name of Corporation)

Georgia

(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:

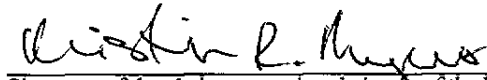
2500 Windy Ridge Parkway #1600

(Mailing Address)

Atlanta, GA 30339

(City/ State /Zip)

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



VP - Tax

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

Title

Kristin R. Myers

4/30/2003

Typed or printed name

Date