



1300 Wilson Boulevard
Suite 400
Arlington, Virginia 22209
(703) 526 5000

F95000001477

February 25, 1999

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Secretary of State
State of Florida
Division of Corporations
P.O. Box 1197
Tallahassee, Florida 32314

Dear Sir/Madam:

Attached is the Application by Foreign Corporation for Withdrawal of Authority to Transact Business in Florida for The Mills GP, Inc. I have included the filing fee of \$52.50 (\$35.00 for the Application, \$8.75 for a Certified Copy and \$8.75 for a Certificate of Status).

Please let me know if there would be anything else you would require in order to remove this entity from Florida. My telephone number is (703) 526-5115.

Thank you kindly for your attention.

Sincerely,

Agnes Yackshaw
Legal Department

Enclosures

FILED
99 MAR -1 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Withdraw

VS MAR 3 1999

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

The Mills GP, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

FILED
99 MAR -1 AM 9:20
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.

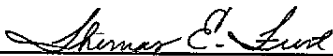
1300 Wilson Boulevard, #400

(Mailing Address)

Arlington, Virginia 22209

(City - State - Zip)

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



Signature

2-25-99

Date

Thomas E. Frost

Typed or printed name

Senior Vice President

Title