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DALLAS, TEXAS 75201-7424

VIA AIRBORNE EXPRESS

April 15, 1997

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

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-04/17/97--01086--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: MBLAC Florida Associates Limited Partnership (the "Partnership")  
MBLAC Florida GP Corp. (the "Corporation")

Dear Sir or Madam:

Enclosed please find an original and a copy of (i) Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for the Corporation and (ii) Certificate of Cancellation of Registration of Foreign Limited Partnership for the Partnership. A check in the amount of \$35.00 is enclosed to cover the filing fee associated with the Application for Withdrawal and a check in the amount of \$52.50 is enclosed to cover the filing fee associated with the Certificate of Cancellation.

Please file the Application and Certificate and return the original and file-marked copies to:

Richard K. Anderson, Esq.  
Stephen D. Powell, P.C.  
700 N. Pearl Street, Suite 2400, LB 339  
Dallas, Texas 75201-7424

Should you have any questions concerning the foregoing, please contact me at (214) 922-3102. Thank you for your assistance with these matters.

Sincerely,

Richard K. Anderson

Encls.

WALK  
DEF  
4/23

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

MBLAC Florida GP Corp.

(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 AMRESOU Management, Inc., 700 North Pearl Street, Suite 2400, LB 339,

(Mailing Address)

Dallas, Texas 75201-7424

(City - State - Zip)

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



Signature

April 14, 1997

Date

Allyn S. Patrick

Typed or printed name

Secretary

Title