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City State Zip Phone

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CORPORATION(S) NAME

JV Florida Three, Inc.

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| <input type="checkbox"/> NonProfit           |  |   |
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| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report                     | <input type="checkbox"/> Other          |
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DIVISION OF CORPORATIONS

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

JV FLORIDA THREE, INC.

(Name of Corporation)

DELAWARE

(Incorporated Under Laws Of)

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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 was merged into and with Washington Teachers Properties II, Inc., the survivor corporation, as of December 31, 1997.

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.

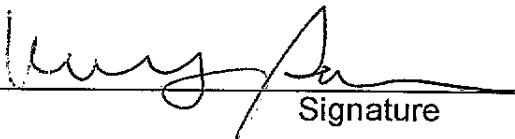
730 Third Avenue

(Mailing Address)

New York, New York 10017

(City - State - Zip)

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



Signature

February 6, 1998

Date

MARK L. SERLEN

Typed or printed name

SECRETARY Of WASHINGTON TEACHERS PROPERTIES II, INC., Successor  
Title Corporation of JV Florida Three, Inc.