



F96000000700

April 27, 1998

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

Re: Huntcliff Management Company, Inc.
FEI Number: 58-1763218

Dear Sir or Madam:

Enclosed please find the following documents executed on behalf of Huntcliff Management Company, Inc:

1. Form entitled "Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida"; and
2. Check number 116280 in the amount of \$35.00, payable to the Florida Department of State.

It is my understanding that Huntcliff Management Company, Inc. does not need to file the 1998 Florida Corporation Annual Report and that your office will issue a certificate confirming Huntcliff Management Company, Inc.'s voluntary dissolution in the State of Florida.

If you have any questions, or if I may be of further assistance, please do not hesitate to contact me at (770) 551-3478. Thank you for your assistance.

Sincerely,

Robert R. Stubbs
Corporate Counsel

RRS:jjw
Enclosures

cc: Ms. Debi Karn
Mr. James Johnson

Handwritten: F96000000700
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-05/01/98-01058-017
*****35.00 *****35.00

APPROVED
AND
FILED
98 MAY -1 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Laing Properties, Inc.
5901 B Peachtree-Dunwoody Road
Suite 555
Atlanta, Georgia 30328
Telephone 770-551-3400

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

HUNTCLIFF MANAGEMENT COMPANY, 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 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.

APPROVED
AND
FILED
98 MAY - 1 11:32
SECRETARY OF STATE
TALLAHASSEE, 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.

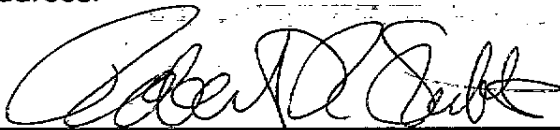
HUNTCLIFF MANAGEMENT COMPANY, INC.
5901-B PEACHTREE DUNWOODY ROAD, SUITE 555

(Mailing Address)

ATLANTA GA 30328

(City - State - Zip)

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



Signature

April 21, 1998

Date

Robert R. Stubbs, Esq.

Typed or printed name

Secretary/Director

Title