

Florida Department of State
Division of Corporations
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WITHDRAWAL OF FOREIGN CORPORATION

RREEF AMERICA REIT CORP. P

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

RREEF AMERICA REIT CORP. P

(Name of Corporation)

MARYLAND

(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:

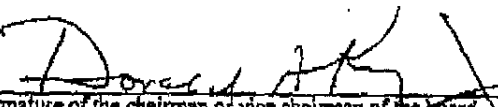
875 North Michigan Avenue, 41 Floor

(Mailing Address)

Chicago, Illinois 60611-1901

(City/ State /Zip)

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


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.

President

Title

Donald A. King, Jr.

Typed or printed name

January 15, 2004

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA