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Withde News 7-7-08 SECREMENT OF STATE

ICAHN ENTERPRISES HOLDINGS L.P.

July 1, 2008

Florida Department of State Amendment Section Division of Corporations 409 E. Gaines Street Tallahassee, Fl 32399

Re: Certificate of Cancellation of AREH MIAMI HOTEL OPERATING

CORP.

To Whom It May Concern:

Enclosed please find the Certificate of Cancellation for AREH MIAMI HOTEL OPERATING CORP. and a check in amount of \$35.

If you have any questions, please do not hesitate to contact me at 914-614-7009, the fax number is 914-614-7001. Please send the certified copy of the filed Certificate of Cancellation for AREH MIAMI HOTEL OPERATING CORP. to my attention at the address below.

Thank you for your time on this matter.

Sincerely,

Suzy Chin

enclosures

TRANSMITTAL LETTER

TO: Amendment Section Division of Corporations	
·	
SUBJECT: AREH Miami Hotel Operating Corp.	
(Name of corporation)	
DOCUMENT NUMBER: F98000007070	
The enclosed withdrawal application and fee are submitted for filing.	
Please return all correspondence concerning this matter to the following:	
Suzy Chin	
(Name of Person)	
c/o Icahn Enterprises L.P.	
(Firm/Company)	
445 Hamilton Avenue	
(Address)	
White Plains, NY 10601	
(City/State and Zip code)	
For further information concerning this matter, please call:	
Suzy Chin at (914) 614-7009	
(Name of Person) (Area Code & Daytime Telephone Number)	

STREET ADDRESS:

Amendment Section Division of Corporations 409 E. Gaines St. Tallahassee, FL. 32399

MAILING ADDRESS:

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

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

(Incorporated Under Laws of) This corporation is no longer transacting business or conducting affairs within the State of Florida and here 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 a appoints the Department of State as its agent for service of process based on a cause of action arising during time it was authorized to transact business or conduct affairs in Florida. The following is a current mailing address for the corporation: 445 Hamilton Avenue (Mailing Address) White Plains, NY 10601 (City/ State /Zip)	1 S S	AREH Miami Hotel Operating Corp.
Delaware (Incorporated Under Laws of) This corporation is no longer transacting business or conducting affairs within the State of Florida and here 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 a appoints the Department of State as its agent for service of process based on a cause of action arising during time it was authorized to transact business or conduct affairs in Florida. The following is a current mailing address for the corporation: 445 Hamilton Avenue (Mailing Address) White Plains, NY 10601	TO THE	(Name of Corporation)
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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 a appoints the Department of State as its agent for service of process based on a cause of action arising during time it was authorized to transact business or conduct affairs in Florida. The following is a current mailing address for the corporation: (Mailing Address) White Plains, NY 10601		(Incorporated Under Laws of)
	vice on its behalf and	voluntarily surrenders its authority to transact business or conduct affairs This corporation revokes the authority of its registered agent in Floric appoints the Department of State as its agent for service of process based time it was authorized to transact business or conduct affairs in Florida. The following is a current mailing address for the corporation: 445 Hamilton Avenue
(City/ State /Zip)		White Plains, NY 10601
		(City/ State /Zip)
The corporation agrees to notify the Department of State in the future of any change in its mailing address. June 25, 2008		(Signature of a director, president or other officer - if in the hands of a
John P. Saldarelli (Typed or printed name of person signing) Vice President and Director (Title of person signing)		

FILING FEE \$35