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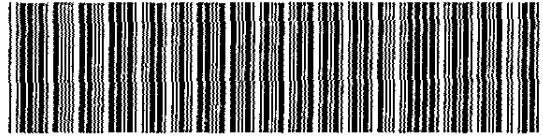
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: USA DEERFIELD PARKING GARAGE, L.L.C.
(Name of Limited Liability Company)

The enclosed member, managing member or manager resignation and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

RICHARD A. MURDOCH, ESQ.
(Contact Person)

BUCKINGHAM, DOOLITTLE & BURROUGHS, LLP
(Firm/Company)

5355 TOWN CENTER ROAD, SUITE 900
(Address)

BOCA RATON, FL 33486
(City/State and Zip Code)

For further information concerning this matter, please call:

DEBORAH FANICH at (561) 995-2999
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed please find a check made payable to the Florida Department of State for:

\$25 Filing Fee

\$55 Filing Fee &
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STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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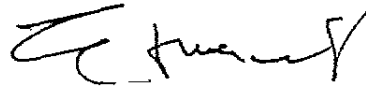
USA DEERFIELD PARKING GARAGE, LLC

MANAGER

RESIGNATION

October 3, 2007

In connection with the transfer of the Membership Interest of LEONARD MERCER, in USA DEERFIELD PARKING GARAGE, LLC (the "Company") to DEERFIELD PARKING, L.L.C. , and WILLIAM H. BODENHAMER, JR., dated as of the date hereof, LEONARD MERCER (the "Manager") hereby resigns as Manager and releases the Company from any claim arising out of his acting as Manager with the Company.



LEONARD MERCER

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