

2005 LIMITED LIABILITY COMPANY REINSTATEMENT

DOCUMENT # M03000000906 1. Entity Name MS WHISPERING PALMS, L.L.C.		 <div style="position: absolute; top: 0; right: 0; font-size: 2em; opacity: 0.5;">FILED</div> <div style="position: absolute; top: 0; right: 0; font-size: 1.2em; opacity: 0.5;">05 MAY 16 PM 1:58</div> <div style="position: absolute; top: 0; right: 0; font-size: 0.8em; opacity: 0.5;">SECRETARY OF STATE TALLAHASSEE, FLORIDA</div>																								
Principal Place of Business 1585 BROADWAY, 37TH FLOOR C/O MORGAN STANLEY REAL ESTATE FUNDS NEW YORK, NY 10036		Mailing Address 1585 BROADWAY, 37TH FLOOR C/O MORGAN STANLEY REAL ESTATE FUNDS NEW YORK, NY 10036																								
3. Principal Place of Business 3424 Peachtree RD Suite, Apt. #, etc. Suite 800 NE City & State Atlanta, GA Zip 30326	3. Mailing Address 3424 Peachtree Rd Suite, Apt. #, etc. Suite 800 AHN! Koren Sandler-Conrad City & State Atlanta, GA Zip 30326	 05022005 REIN-LLC CR2E101 (6/04)																								
4. FEI Number 20-1796311	Applied For <input type="checkbox"/> Not Applicable																									
5. Certificate of Status Desired <input type="checkbox"/> \$5.00 Additional Fee Required		6. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324																								
7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City <div style="text-align: right;">FL Zip Code</div>		8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. SIGNATURE <u>Mary R. Adams</u> MARY R. ADAMS Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent must be a resident of the State of Florida.) DATE 5/13/05																								
FILE NOW!!! FEE IS \$200.00		Make check payable to Florida Department of State																								
<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2" style="text-align: left;">9. MANAGING MEMBERS/MANAGERS</th> <th colspan="2" style="text-align: left;">10. ADDITIONS/CHANGES</th> </tr> </thead> <tbody> <tr> <td style="width: 25%;">TITLE NAME STREET ADDRESS CITY-ST-ZIP</td> <td style="width: 75%;"> MGRM MORGAN STANLEY REAL ESTATE FUND IV 1585 BROADWAY, 37TH FLOOR NEW YORK, NY 10036 </td> <td style="width: 25%;">TITLE NAME STREET ADDRESS CITY-ST-ZIP</td> <td style="width: 75%;"> <input type="checkbox"/> Change <input type="checkbox"/> Addition 100054914351 05/20/05--01038--004 **200.00 </td> </tr> <tr> <td> MGRM MORGAN STANLEY REAL ESTATE INVESTORS IV 1585 BROADWAY, 37TH FLOOR NEW YORK, NY 10036 </td> <td> <input type="checkbox"/> Change <input type="checkbox"/> Addition </td> <td> MGRM MORGAN STANLEY REAL ESTATE FUND IV 1585 BROADWAY, 37TH FLOOR NEW YORK, NY 10036 </td> <td> <input type="checkbox"/> Change <input type="checkbox"/> Addition </td> </tr> <tr> <td> MGRM MSP REAL ESTATE FUND IV, L.P. 1585 BROADWAY, 37TH FLOOR NEW YORK, NY 10036 </td> <td> <input type="checkbox"/> Change <input type="checkbox"/> Addition </td> <td> MGRM MORGAN STANLEY REAL ESTATE FUND IV 1585 BROADWAY, 37TH FLOOR NEW YORK, NY 10036 </td> <td> <input type="checkbox"/> Change <input type="checkbox"/> Addition </td> </tr> <tr> <td> <input type="checkbox"/> Delete </td> <td> <input type="checkbox"/> Change <input type="checkbox"/> Addition </td> <td> <input type="checkbox"/> Delete </td> <td> <input type="checkbox"/> Change <input type="checkbox"/> Addition </td> </tr> <tr> <td> <input type="checkbox"/> Delete </td> <td> <input type="checkbox"/> Change <input type="checkbox"/> Addition </td> <td> <input type="checkbox"/> Delete </td> <td> <input type="checkbox"/> Change <input type="checkbox"/> Addition </td> </tr> </tbody> </table>			9. MANAGING MEMBERS/MANAGERS		10. ADDITIONS/CHANGES		TITLE NAME STREET ADDRESS CITY-ST-ZIP	MGRM MORGAN STANLEY REAL ESTATE FUND IV 1585 BROADWAY, 37TH FLOOR NEW YORK, NY 10036	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition 100054914351 05/20/05--01038--004 **200.00	MGRM MORGAN STANLEY REAL ESTATE INVESTORS IV 1585 BROADWAY, 37TH FLOOR NEW YORK, NY 10036	<input type="checkbox"/> Change <input type="checkbox"/> Addition	MGRM MORGAN STANLEY REAL ESTATE FUND IV 1585 BROADWAY, 37TH FLOOR NEW YORK, NY 10036	<input type="checkbox"/> Change <input type="checkbox"/> Addition	MGRM MSP REAL ESTATE FUND IV, L.P. 1585 BROADWAY, 37TH FLOOR NEW YORK, NY 10036	<input type="checkbox"/> Change <input type="checkbox"/> Addition	MGRM MORGAN STANLEY REAL ESTATE FUND IV 1585 BROADWAY, 37TH FLOOR NEW YORK, NY 10036	<input type="checkbox"/> Change <input type="checkbox"/> Addition	<input type="checkbox"/> Delete	<input type="checkbox"/> Change <input type="checkbox"/> Addition	<input type="checkbox"/> Delete	<input type="checkbox"/> Change <input type="checkbox"/> Addition	<input type="checkbox"/> Delete	<input type="checkbox"/> Change <input type="checkbox"/> Addition	<input type="checkbox"/> Delete	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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11. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes. SIGNATURE: Christopher L. O'Dell Vice President/ Secretary May 2, 2005 (212) 762-7829 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE Date Daytime Phone #																										