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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6383
From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

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10 JAN -8 AM 8:27
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TALLAHASSEE, FLORIDA

LLC DISS/WITH OR REV DISS
MS WHISPERING PALMS, L.L.C.

Certificate of Status	0
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J. BRYAN
JAN 11 2009
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MS Whispering Palms, L.L.C.
(Name of Foreign Limited Liability Company)

Dear Sir or Madam:

The enclosed withdrawal and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Monique Logan
(Name of Person)

Morgan Stanley
(Firm/Company)

3424 Peachtree Road NE, Suite 900
(Address)

Atlanta, GA 30326
(City/State and Zip Code)

For further information concerning this matter, please call:

Monique Logan at (404) 846-1409
(Name of Person) (Area Code & Daytime Telephone Number)

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

Enclosed is a check for the following amount:

- \$25 Filing Fee
- \$30 Filing Fee & Certificate of Status
- \$55 Filing Fee & Certified Copy
- \$60 Filing Fee, Certificate of Status & Certified Copy

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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN
FLORIDA**

MS Whispering Palms, L.L.C.

(Name of limited liability company)

Delaware

(Jurisdiction of its organization)

This limited liability company is no longer transacting business in Florida and surrenders its authority to transact business in this state.

This limited liability company revokes the authority of its registered agent 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 in Florida.

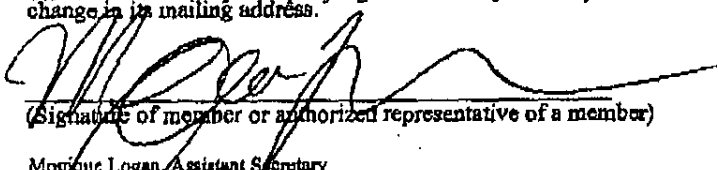
3424 Peachtree Road NE, Suite 900

(Mailing address)

Atlanta, GA 30326

(City/State/Zip)

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


(Signature of member or authorized representative of a member)

Monique Logan, Assistant Secretary

(Typed or printed name of signer)

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