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(Business Entity Name)

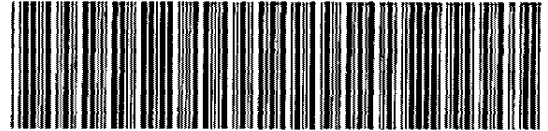
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAY 19 PM 2:25

ALSTON & BIRD LLP
MEMORANDUM

To: Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

From: Jan Austin, Paralegal
Alston & Bird LLP
3201 Beechleaf Court, Suite 600
Raleigh, NC 27604-1062

Date: May 17, 2004

Re: Filing (Applications by Foreign Limited Liability Company for
Withdrawal of Authority to Transact Business in Florida)

Enclosed are two original copies of an Application by Foreign Limited Liability Company for Withdrawal of Authority to Transact Business in the state of Florida.

In addition, enclosed is a check in the amount of \$85 representing the filing fee (\$25) and two (2) certified copies (\$60).

I

If you have any questions or need additional information, do not hesitate to contact me at (919) 862-2255.

Thank you for your assistance with this filing.

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

Bay Center II, LLC

(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.

C/O Highwoods Properties, Inc., 3100 Smoketree Ct., Ste. 600

(Mailing address)

Raleigh, North Carolina 27604

(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)

Mack D. Pridgen III, Authorized Representative

(Typed or printed name of signee)

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Filing Fee: \$25.00