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**LLC DISSOLUTION OR WITHDRAWAL
COLE FD PORTFOLIO II, LLC**

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NOTICE OF WITHDRAWAL OF CERTIFICATE OF AUTHORITY

Cole FD Portfolio II, LLC

(Name of limited liability company)

Delaware

(Jurisdiction of its organization)

4/27/2012

(Date registered with Florida Department of State)

M12000002378

(Florida Document Number)

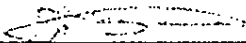
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This limited liability company is withdrawing its certificate of authority in this state.

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(Signature of authorized representative)

Todd J. Weiss, Gen. Counsel, Real Estate -Cole REIT Advisors III, Mgr.

(Typed or printed name of signee)

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