

**HUNTON &
WILLIAMS**

FILED
2002 AUG 26 AM 10:37
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BANK OF AMERICA PLAZA
SUITE 4100
600 PEACHTREE STREET, N.E.
ATLANTA, GEORGIA 30308-2216

TEL 404 • 888 • 4000
FAX 404 • 888 • 4190

MARIE J. WOOLDRIDGE
DIRECT DIAL: 404-888-4065
EMAIL: mwooldridge@hunton.com

FILE NO: 45763.000007

August 22, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: USPM Cambridge, LLC

400007348854--2
-08/26/02--01091--002
*****25.00 *****25.00

Dear Sir or Madam:

I have enclosed the following documents and checks in order to withdraw the entity referred to above from the State of Florida:

1. Application by Foreign Limited Liability Company for Withdrawal of Authority to Transact Business in Florida; and
2. Our firm check in the amount of \$25.00

Please return acknowledgement of the withdrawal to my attention per the enclosed self-addressed envelope.

I appreciate your attention to this matter. Please contact me if I may provide any further assistance.

Sincerely,



Marie J. Wooldridge
Real Estate Specialist

Enclosures

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

USPM CAMBRIDGE, LLC

(Name of limited liability company)

Georgia

(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.

Two Ravinia Drive, Suite 400

(Mailing address)

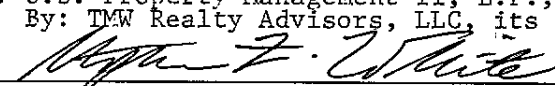
Atlanta, Georgia 3046-2104

(City/State/Zip)

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

By: U.S. Property Management II, L.P., its sole member

By: TMW Realty Advisors, LLC, its sole general partner*


(Signature of member or authorized representative of a member)

Stephen F. White - Vice President

(Typed or printed name of signee)

*By: TMW Real Estate Group, LLC, its sole member

By: TMW Real Estate Partners, Inc., its managing member

Filing Fee: \$25.00

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