

THE ROUSE COMPANY

P00792

September 2, 1999

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

RE: Withdrawal of Rouse-Teachers Properties, Inc.

Dear Sir or Madam:

Enclosed please find one executed copy and one photocopy of the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida by Rouse-Teachers Properties, Inc. To cover the cost of filing the application, also enclosed is a check in the amount of \$35 made payable to the Secretary of State.

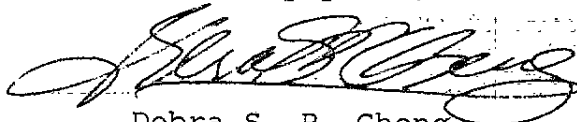
The Certificate of Withdrawal for Rouse-Teachers Properties, Inc. should be forwarded to my attention at the following address:

The Rouse Company
10275 Little Patuxent Parkway
Columbia, MD 21044

8000002979368-6
-09/07/99-01063-018
*****35.00 *****35.00

Thank you in advance for your attention to this matter.

Sincerely yours,



Debra S. P. Cheng
Law Clerk
(410) 992-6171

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP -7 PM 12:51

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withdraw

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Rouse-Teachers Properties, Inc.

(Name of Corporation)

Maryland

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida 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 or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

Office of the General Counsel, 10275 Little Patuxent Parkway

(Mailing Address)

Columbia, MD 21044

(City/State/Zip)

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



Signature

Vice President

Title

David R. Schwiesow

Typed or printed name

September 2, 1999

Date

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA