



OXFORD

"Building Relationships"

P10316

FILED

99 FEB 24 AM 9:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 10, 1999

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

Re: Oxford Properties, Inc.
Oxford Properties, LLC

000002785320--9
-02/24/99-01023--001
*****35.00 *****35.00

To Whom It May Concern:

Oxford Properties, Inc., is a foreign corporation currently registered to do business in Florida. Effective December 23, 1998, Oxford Properties, Inc., was merged into Oxford Properties, LLC, a Kentucky limited liability company. Therefore, we wish to withdraw the authorization of Oxford Properties, Inc., to conduct business in Florida and to obtain authorization to transact business in Florida as Oxford Properties, LLC, a foreign limited liability company.

I enclose the following:

- Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida
- Articles of Merger between Oxford Properties, Inc., and Oxford Properties, LLC
- Application by Foreign Limited Liability Company for Authorization to Conduct Business in Florida, with Filing Fee of \$250.00
- Original Certificate of Existence for Oxford Properties, LLC, duly authenticated by Kentucky Secretary of State
- Affidavit of Membership and Contributions of Foreign Limited Liability Company
- Certificate of Designation of Registered Agent/Registered Office, with Filing Fee of \$35.00
- Copies of All Above, for File Stamped Copy

Please advise if additional information is required to complete the above transactions. Otherwise, please cause the appropriate filings to be made and return the enclosed file-stamped copy to my attention.

Thank you for your prompt attention to this matter.

Very truly yours,

Sallie Haynes
Legal Counsel

C Mike Leonard
Gregory Morgan

withdrawal
38
2/24/99

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

Oxford Properties, Inc.

(Name of Corporation)

California

(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.

Gregory L. Morgan, 2701 N. Rocky Point Drive, Suite 1000


(Mailing Address)

Tampa, Florida 33607

(City/ State /Zip)

FILED
99 FEB 24 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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


Signature of the chairman or vice chairman of the board,
president, or any officer.

President
Title

Stuart H.B. Smith

Typed or printed name

12-23-98
Date