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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CT Corporation System

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

500002725065--8

-12/29/98--01054--011

\*\*\*\*\*35.00 \*\*\*\*\*35.00

American General Realty Investment Corporation

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| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment                         | <input type="checkbox"/> Merger                    |
| <input type="checkbox"/> NonProfit           |  |  |
| <input type="checkbox"/> Foreign             | <input checked="" type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report                     | <input type="checkbox"/> Other                     |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Name Registration                 | <input type="checkbox"/> Change of R.A.            |
| <input type="checkbox"/> Fictitious Name     | <input type="checkbox"/> UCC-1 Financing Statement         | <input type="checkbox"/> UCC-3 Filing              |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photo Copies                      | <input type="checkbox"/> CUS                       |
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**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL  
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS  
IN FLORIDA**

AMERICAN GENERAL REALTY INVESTMENT CORPORATION

(Name of Corporation)

TEXAS

(Incorporated Under Laws Of)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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.

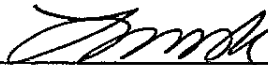
2929 Allen Parkway, 40th Floor

(Mailing Address)

Houston, Texas 77019 Attention: President

(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

W. L. Mask

Typed or printed name

December 24, 1998

Date