



INVESCO®

P28926

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January 31, 2001

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

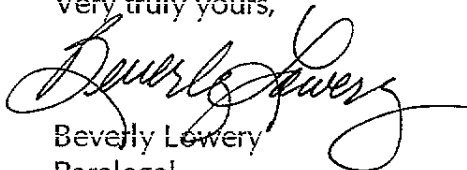
Re: Withdrawal of Authority
— INVESCO Partners II, Inc.

700003631377--6
-02/02/01--01117--011
*****35.00 *****35.00

Dear Clerk:

Enclosed please find a check in the amount of \$35.00 and the original Application By Foreign Corporation For Withdrawal Of Authority To Transact Business Or Conduct Affairs in Florida for filing. Also included is a copy to be file-stamped and returned in the enclosed envelope.

Very truly yours,


Beverly Lowery
Paralegal

enclosures

FILED
01 FEB - 2 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

withdrawal

T BROWN FEB - 5 2001

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

INVESCO PARTNERS II, INC.
(Name of Corporation)

Nevada
(Incorporated Under Laws Of)

FILED
01 FEB -2 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

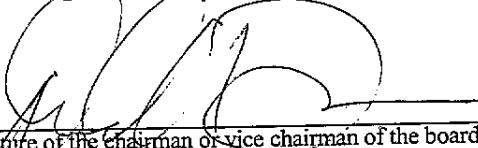
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

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.

c/o Invesco Realty Advisors, Inc., One Lincoln Center, Suite 700
5400 LBJ Freeway/LB2 (Mailing Address)

Dallas, Texas 75240
(City/ State /Zip)

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.

Executive Vice President
Title

David N. Farmer
Typed or printed name

January 16, 2001
Date