

**CANCELLATION OF THE LIMITED PARTNERSHIP CERTIFICATE  
OF  
MSR, LTD.**

The undersigned, being the partners of the MSR, Ltd. (the "Partnership"), does hereby adopt the following to be filed with the Shelby County Judge of Probate:

1.

The name of the Limited Partnership is MSR, Ltd.

2.

The Certificate and Agreement of Limited Partnership was filed with the Shelby County Judge of Probate on June 24, 1980, the First Amendment was filed on March 11, 1986, the Second Amendment filed on April 22, 1991, the Third Amendment filed on November 4, 1991, the Fourth Amendment filed on June 3, 1993 and the Fifth Amendment was filed on August 11, 1995.

3.

The Limited Partnership has been converted into MSR Properties, LLC. A Statement of Conversion has been filed with the Shelby County Judge of Probate.

IN WITNESS WHEREOF, the undersigned have set forth their hands effective as of February 28, 2001.

MSR, LTD.

  
James A. Woods, General Partner

03/23/2001-10686  
10:44 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE  
001 MEL 11.00

Inst # 2001-10686