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Filing Fee: \$75.00

ID Number: _____
2010 SEP 16 10:37
STATE OF RHODE ISLAND
CORPORATIONS DIVISION



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED LIABILITY COMPANY

**CERTIFICATE OF CANCELLATION OF
REGISTRATION OF FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Section 7-16-53 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited liability company hereby cancels its registration to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:
Strategic Acquisition Fund, LLC
2. It is organized under the laws of Massachusetts
3. It is not transacting business in the state of Rhode Island.
4. It hereby surrenders its authority to transact business in the state of Rhode Island.
5. It confirms the authority of the Secretary of State of the State of Rhode Island to accept service of process with respect to claims for relief or causes of action arising out of the transaction of business in Rhode Island.
6. The post office address to which the Secretary of State may mail a copy of any process against the limited liability company that may be served on him or her is:
c/o Atlantic Retail Properties 67 Battery March Street Suite 600 Boston, MA 02110

Under penalty of perjury, I declare and affirm that I have examined this Certificate of Cancellation of Registration and that all statements contained herein are true and correct.

Date: September 14, 2010

Strategic Acquisition Fund, LLC
Print Exact Name of Limited Liability Company

By [Signature]
Signature of Authorized Person
Michael J Piccirillo, C.O.O.

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STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

MICHAEL PICCIRILLO
C/O ATLANTIC RETAIL PROPERTIES
67 BATTERYMARCH STREET SUITE 600
BOSTON, MA 02110

LETTER OF GOOD STANDING

It appears from our records that **STRATEGIC ACQUISITION FUND LLC** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **9/7/2010** regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

WITHDRAWAL FOR SECRETARY OF STATE

Very truly yours,

David M. Sullivan
Tax Administrator

Steven A. Cobb
Chief Revenue Agent
Office Audit and Discovery

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STATE OF RHODE ISLAND
DIVISION OF TAXATION

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State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

