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TALLAHASSEE, FLORIDA

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December 29, 2003

Via Federal Express

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

**Re: Certificate of Cancellation
Adler United Limited Partnership**

Dear Sir or Madam:

Enclosed is an original and one copy of the Certificate of Cancellation and a check in the amount of \$61.25 representing the fees for filing and for the Certificate of Status. Please forward evidence of filing to the undersigned at your earliest convenience.

Very truly yours,


William S. Kramer

WSK/jkw
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Enclosures

cc: A. Barresi
G. Glasser
M. Gould

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CERTIFICATE OF CANCELLATION OF
ADLER UNITED LIMITED PARTNERSHIP

Pursuant to Section 620.113 of the Florida Statutes, the undersigned limited partnership adopts this Certificate of Cancellation and sets forth the following:

1. The name of the limited partnership is Adler United Limited Partnership.
2. The date of filing of the Certificate of Limited Partnership was December 31, 1997.
3. The reason for filing the Certificate of Cancellation is that the partnership has, by agreement of its partners, elected to dissolve, liquidate and wind up.
4. The future effective date of cancellation shall be December 31, 2004.

ADLER UNITED LIMITED
PARTNERSHIP

Attest

FRANKLIN PENN, INC.,
General Partner

Marc F. Gould
Marc F. Gould, Secretary

By: Marc F. Gould
Marc F. Gould, President

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 26 day of December, 2003, by Marc F. Gould, President of Franklin Penn, Inc., general partner of Adler United Limited Partnership, on behalf of the partnership and said corporation. He is personally known to me or has produced his driver's license as identification and did not take an oath. FLDL 6 430-546-46-310-0

My commission expires:

Permanand Bhikha
Notary Public



Permanand Bhikha
My Commission DD009889
Expires March 15, 2005