



COMMERCIAL ■ INDUSTRIAL ■ ACREAGE ■ INVESTMENTS

James E. Hollenbeck, SIOR
Rudy W. Silc, CCIM

December 10, 1997

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

700002372237--7
-12/15/97-01078-001
*****52.50 *****52.50

Enclosed is a **Certificate of Cancellation for Woods Mountain Properties, Ltd.**

Also enclosed is an **Amendment to Certificate of Limited Partnership of Woods Mountain Properties, Ltd.** which substituted C. W. Kendall for Mark J. Martin as General Partner dated January 17, 1977.

Another document dated August 7, 1984 details the retirement of C. W. Kendall as a General Partner which leaves R. W. Silc as the sole General Partner.

If there are any questions, please call R. W. Silc, office number 561-1313, home number 561-965-8154.

Please cancel this General Partnership on or before December 31, 1997.

Thank you.

Most sincerely,

A handwritten signature in cursive script, appearing to read 'R. W. Silc'.
R. W. Silc
General Partner

FILED
97 DEC 15 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

dec

A03423

**CERTIFICATE OF CANCELLATION
FOR**

Woods Mountain Properties, Ltd.

(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.113, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on January 5, 1973, hereby submits this certificate of cancellation.

FIRST: Reason for cancellation: (State why partnership is submitting cancellation)

Sale of the balance of property (129.08 acres)

Date of Closing: March 12, 1996

Buyer: Highland Properties, LLC, a North Carolina Limited Liability Company

SECOND: This certificate of cancellation shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signatures of all general partners:



Sole General Partner

FILED
97 DEC 15 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

OF

WOODS MOUNTAIN PROPERTIES, LTD.

WE, THE UNDERSIGNED, do hereby amend the Certificate of Limited Partnership of WOODS MOUNTAIN PROPERTIES, LTD. by removing one General Partner and substituting another in his place and stead and for that purpose Article IV of the Certificate of Limited Partnership of WOODS MOUNTAIN PROPERTIES, LTD. is hereby amended as follows:

ARTICLE IV

"GENERAL PARTNERS"

C. W. KENDALL
508 Anchorage Drive
North Palm Beach, Florida 33408

R. W. SILC
2829 Okeechobee Boulevard
West Palm Beach, Florida 33401

WE, THE UNDERSIGNED, make and file this Amendment to the Certificate of Limited Partnership of WOODS MOUNTAIN PROPERTIES, LTD., hereby declaring and certifying that the facts herein are true, and accordingly have hereunto set our respective hands and seals on the date indicated.

Signed, sealed and delivered
in the presence of:

John M. Benton

C. W. Kendall (SEAL)
C. W. KENDALL

William C. Smith
As to C. W. Kendall

John M. Benton

R. W. Silc (SEAL)
R. W. SILC

William C. Smith
As to R. W. Silc

"General Partners"

STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared C. W. KENDALL, to me know to be the person described in and who executed the foregoing instrument and acknowledged before me

John M. Benton
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES 12-31-07
BONDED THRU GENERAL INSURANCE

that he executed the same.

WITNESS my hand and official seal in the County and State
last aforesaid this 19th day of January, 1977.

Jane M. Benton
Notary Public - State of Florida
at Large

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MAR. 1, 1978
BONDED THRU GENERAL INSURANCE UNDERWRITING

STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS

I HEREBY CERTIFY that on this day before me, an officer
duly qualified to take acknowledgments, personally appeared
R. W. SILC, to me known to be the person described in and who
executed the foregoing instrument and acknowledged before me
that he executed the same.

WITNESS my hand and official seal in the County and State
last aforesaid this 17th day of January, 1977.

Jane M. Benton
Notary Public - State of Florida
at Large

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MAR. 1, 1978
BONDED THRU GENERAL INSURANCE UNDERWRITING

August 7, 1984

WOODS MOUNTAIN PROPERTIES LIMITED

GENERAL PARTNER
LIMITED PARTNERS

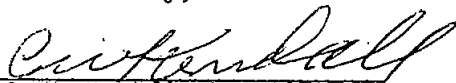
Gentlemen:

Please be advised that I wish to retire as General Partner of the Limited Partnership of WOODS MOUNTAIN PROPERTIES, LTD. According to Article VII, Section 7.1 of the Articles of Limited Partnership, I understand that in the event of my retirement, the remaining General Partner, R. W. Silc may continue the business of the Partnership. By approval of this letter, R. W. Silc, General Partner has agreed to continuing the business of the Partnership.

The reason I am retiring as General Partner is due to my plans to retire from business activities and spend time in leisure activities.

Thank you for your past courtesies and cooperation.

Most sincerely,


C. W. Kendall, General Partner

DATE: 8-9-84

APPROVED:

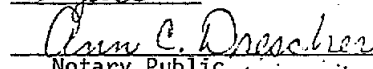

R. W. Silc, General Partner

DATE: 8-9-84

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me personally appeared C.W. KENDALL and R. W. SILC to me well known and known to be the persons who executed the foregoing instrument and acknowledged to me and before me that they executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal, this
9th day of August A.D. 1984.


Notary Public
Notary Public, State of Florida
My Commission Expires July 12, 1985
Commission Expires

NORTH CAROLINA
JACKSON COUNTY

The foregoing certificate of Wm C. Drescher a Notary
Public is certified to be correct. This instrument was presented for regis-

tration and recorded in this office in Book 594 at page 356

This 14th of February 1981 4:10 P. M.

Register of Deeds Samuel B. Bunn

NOTARY PUBLIC
Wm C. Drescher
Notary Public
My Comm. Expires 12/31/82
My Comm. No. 123456789
My Office is at 123 Main St., Jackson, N.C.
My Office Phone No. 123-4567

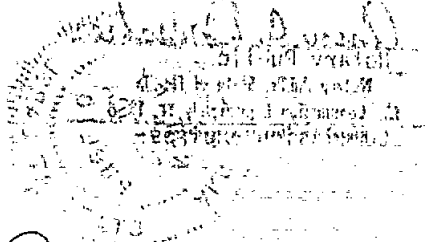
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cc: P.