



A 10975

July 25, 2001

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

200004507832--4
-07/30/01--01125--003
*****52.50 *****52.50

Re: Rosewood Apartments, Ltd.
Reference Number: A10975

Dear Sir or Madam:

Enclosed is a Certificate Of Cancellation For Rosewood Apartments, Ltd. to be filed with your office along with our check in the amount of \$52.50 representing the appropriate filing fee.

If there are any questions, please contact Tammy Potts here in our office at (614) 575-5192. Thank you for your assistance.

Very truly yours,

EQUITY RESIDENTIAL PROPERTIES TRUST
LEXFORD DIVISION

A handwritten signature in cursive script, appearing to read 'Julie Csiszarik'.

Julie Csiszarik
Administrative Assistant
Corporate Accounting

/jc
Encls.

FILED
01 JUL 30 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A 10975
JC

**CERTIFICATE OF CANCELLATION
FOR**

ROSEWOOD APARTMENTS, 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 August 11, 1981, hereby submits this certificate of cancellation.

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

The apartment development owned by the limited partnership was sold on April 16, 2001.

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:

Equity Residential Properties Trust


Tamra L. Potts, Vice President

Lexford GP II, LLC


Tamra L. Potts, Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA