

# A12877

December 30, 1997

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

500002387495--6  
-12/31/97--01069--005  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: Hines Florida Limited  
FEI: 76-0054137

## Hines

Dear Sir/Madam:

Please find enclosed a Certificate of Cancellation for the above-mentioned partnership. This partnership filed a final tax return for year ending 12/31/97. After a telephone conversation with one of your representatives, we were informed that the Florida Annual Report for this partnership would no longer be necessary, but the attached certificate would be necessary to file. We have also enclosed the fee of \$52.50. Also, attached is a copy of a Power of Attorney for Gerald D. Hines, who is one of the general partners, but was unable to sign the document in a timely manner, as he is out of the country.

If you have any questions, you may contact me at (713) 966-5433.

Sincerely,



Michelle Warden  
Tax Department

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 31 PM 3:37

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|-------------------|-----|
| File Availability |     |
| Document Examiner | DCC |
| Updater           | DCC |
| Power Verifier    | DCC |
| Knowledge         | DCC |
| W. P. Verifier    | DCC |

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**CERTIFICATE OF CANCELLATION  
FOR**

HINES FLORIDA 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 July 19, 1982, hereby submits this certificate of cancellation.

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

It liquidated its only holding  
which was A partnership  
interest.

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DIVISION OF CORPORATIONS  
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**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:

Jeffrey C. Hines  
Attorney-In-Fact  
for Gerald D. Hines

By Jeffrey C. Hines GERALD D. HINES - Gen. Ptnr.

By Jeanine E. Hutchens JEANINE HUTCHENS - Asst. Secretary  
of HINES Holdings, Inc. - Gen. Ptnr  
in GDHI Limited Partnership  
Gen. Ptnr.

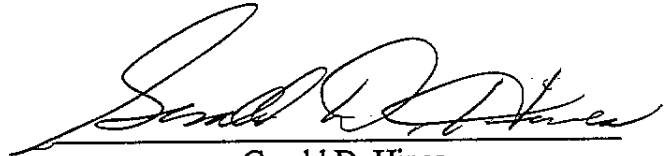
## POWER OF ATTORNEY

THE STATE OF COLORADO    )  
COUNTY OF PITKIN         )

KNOW ALL MEN BY THESE PRESENTS:

That I, **Gerald D. Hines**, of Houston, Harris County, Texas have made, constituted and appointed, and by these presents do make, constitute and appoint **Jeffrey C. Hines**, of Houston, Harris County, Texas, my true and lawful attorney, for me and in my name, place and stead, to do any and every act and exercise any and every power that I might or could do or exercise through any other person and that he shall deem proper or advisable, intending hereby to vest in his a full and universal power of attorney, giving and granting unto my said attorney full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises, as fully, to all intents and purposes, as I might or could do if personally present and also giving and granting unto my said attorney full power to substitute one or more attorney or attorneys under him, my said attorney, in or concerning the premises or any part thereof, and such substitution at his pleasure to revoke, hereby ratifying and confirming whatsoever my said attorney or his substitute or substitutes shall and may do by virtue hereof in the premises; and I agree and represent to those dealing with my said attorney-in-fact or his substitute or substitutes that this power of attorney shall become effective and begin as of **8:00 a.m., Saturday, March 1, 1997** and shall terminate and forever come to an end as of **5:00 p.m., Saturday, February 28, 1998**, unless this power of attorney is voluntarily revoked by a revocation entered of record in the office of the County Clerk of Harris County, Texas.

IN WITNESS WHEREOF, I have hereunto set my hand this **25<sup>th</sup>** day of **February**, **1997**.

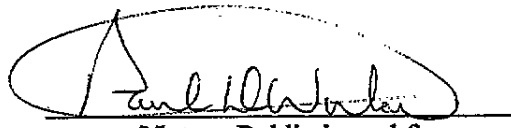
  
Gerald D. Hines

THE STATE OF COLORADO )

COUNTY OF PITKIN )

BEFORE ME, the undersigned authority, on this day personally appeared GERALD D. HINES, known to me to be the person whose name is subscribed to the foregoing instrument, and he acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 25<sup>th</sup> day of February, 1997.

  
Notary Public in and for  
Pitkin County, Colorado