TELEPHONE: (973) 481-8335 FAX: (973) 268-4335

September 18, 1998

FILED
98 SEP 21 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Florida Department of State Division of Corporations ATTN: Partnership Section 409 East Gaines Street Tallahassee, Florida 32399

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RE:

Dissolution of Limited Partnership

Lakeside North at Carrollwood Associates, Ltd.

MBL JV 137

Dear Madam or Sir:

In order to dissolve Lakeside North at Carrollwood Associates, Ltd., a Florida limited partnership, please find enclosed the following:

CERTIFICATE OF CANCELLATION executed by Metro IRB, Inc., as the sole general partner

Metro IRB Check No. 0000000066 payable to Florida Department of State in the amount of \$52.50 in payment of recording fees for the Certificate of Cancellation

Please return a filed stamped copy to my attention in the enclosed self addressed Federal Express envelop; charges for overnight delivery service will be paid by the general partner. Thank you for your attention to this.

Very truly yours, Metro IRB, Inc.

Dozument Etamipe

ames G/Keys Senior Paralegal

cc: David E. Riley, Esq.

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CERTIFICATE OF CANCELLATION

FOR

Lakeside North at Carrollwood Associates, Ltd.

finsert name currently on file with Florida Dapt. 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 November 24, 1982, hereby submits this certificate of cancellation.

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

An event of termination has occurred under the terms of the Partnership Agreement.

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:

Metro, IRB, Inc.

Bÿ:

Mark Mahony

Senior Vice President

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SECRETARY OF STATE