

1/06/97

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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: FOWLER, WHITE, BURNETT, ET AL
CONTACT: JUDITH D RODMAN
PHONE: (305) 789-9200

ACCT#: 071250001512

FAX #: (305) 789-9201

NAME: MIAMI OFFICE ONE ASSOCIATES, LTD.

AUDIT NUMBER.....H97000000185

DOC TYPE.....VOLUNTARY CANCELLATION OF LP

CERT. OF STATUS..0

PAGES..... 4

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TELEFAX

**FROM THE LAW OFFICES OF
FOWLER, WHITE, BURNETT, HURLEY, BANICK & STRICKROOT, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, FL 33131**

**OUR FAX NO. 305-789-9201
OUR TELEPHONE NO. 305-789-9200**

PLEASE DELIVER THE FOLLOWING PAGES AS SOON AS POSSIBLE TO:

**NAME: Tammi Cline - Document Specialist
FIRM: Division of Corporations
CITY: Tallahassee, Florida
FAX NO. 904-922-4000**

FROM Judy Rodman, Paralegal

OUR FILE NO.: 35849-SHA

**COMMENTS: Account No. 071250001512
Letter No. 797A00000644
Fax Audit No. H97000000185**

**Enclosed for filing is Certificate of Cancellation for Miami Office
One Associates, Ltd. which has been revised in accordance with your
letter dated January 7, 1997, copy enclosed.**

TOTAL NUMBER OF PAGES INCLUDING THIS COVER SHEET: 6

DATE: January 7, 1997

IMPORTANT MESSAGE

**THIS TRANSMITTAL IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR
ENTITY TO WHICH IT IS ADDRESSED, AND MAY CONTAIN INFORMATION THAT
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[RECEIVED 01/07/97 09:51 1997 AT 3057899201 PAGE 1 (PRINTED PAGE 1)]
804-822-3708 01/07/97 08:18 FL. Dept. of State 01 / 1



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 7, 1997

MIAMI OFFICE ONE ASSOCIATES, LTD.
100 S.E. 2ND STREET, 17TH FLOOR
MIAMI, FL 33131SUBJECT: MIAMI OFFICE ONE ASSOCIATES, LTD.
REF: A15059FILED
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TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document must include the date of filing of its original certificate of limited partnership. Our records reflect the original certificate was filed on August 4, 1983. Please amend your document accordingly.

Please title your document "certificate of cancellation."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6020.

Tammi Cline
Document SpecialistFAX Aud. #: H97000000185
Letter Number: 797A00000644

Audit No. H97000000185

CERTIFICATE OF CANCELLATION
OF
MIAMI OFFICE ONE ASSOCIATES, LTD.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN -6 PM 4:40

FILED

THIS CERTIFICATE OF CANCELLATION OF MIAMI OFFICE ONE ASSOCIATES, LTD. is executed this 21 day of November, 1996, by and between FML MIAMI, INC., a Florida corporation (hereinafter "FML") and PROPERTIES ADVISOR, INC., a Delaware corporation (hereinafter "Properties").

WHEREAS, FML is the general partner of MIAMI OFFICE ONE ASSOCIATES, LTD., a Florida Limited Partnership originally filed on August 4, 1983 (hereinafter "Miami Office One"), with FML and Properties being the limited partners thereof; and

WHEREAS, the sole asset of Miami Office One is an office building located on land legally described as follows:

Lots 4 and 5, in Block 4, of AMERICAS' GATEWAY PARK SECTION TWO, according to the Plat thereof as recorded in Plat Book 115, at Page 13, of the Public Records of Dade County, Florida (the land and improvements being collectively referred to as "Real Property").

WHEREAS, FML and Properties desire to dissolve Miami Office One and to have Miami Office One convey the Real Property to FML or as FML may in writing direct; and

WHEREAS, FML, as general partner, and FML and Properties, as the limited partners, agree to the dissolution of Miami Office One and to the conveyance of the Real Property to FML or as FML may in writing direct; and

Stuart H. Altman, Esq.
Fowler, White, Burnett, Hurley, Banick & Strickroot, P.A.
100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131
Tel. (305) 789-9200
Florida Bar No. 122226
Audit No. H97000000185

Andit No. B97000000185

WHEREAS, FML does hereby direct that the Real Property be conveyed by Miami Office One directly to THE FIDELITY MUTUAL LIFE INSURANCE COMPANY as the parent corporation of FML and Properties.

NOW, THEREFORE, FML and Properties do hereby agree as follows:

1. The foregoing recitals are true and correct.
2. Miami Office One be and the same is hereby dissolved as of the date set forth in the introduction to these Articles of Dissolution.
3. Miami Office One shall forthwith convey the Real Property directly to THE FIDELITY MUTUAL LIFE INSURANCE COMPANY and upon such conveyance and recordation of the Deed, Miami Office One shall cease to exist.
4. FML and Properties, as the limited partners, hereby authorize FML, as the general partner, to take any and all actions required to wind up the affairs of Miami Office One including the execution of the Deed transferring the Real Property directly to THE FIDELITY MUTUAL LIFE INSURANCE COMPANY.
5. FML and Properties represent to each other that there are no creditors of Miami Office One that have not been paid in full and that should any such creditors later be disclosed, FML, as the general partner of Miami Office One, shall remain liable to fully discharge any such indebtedness.

IN WITNESS WHEREOF, FML and Properties have executed this Certificate of Dissolution of Miami Office One Associates, Ltd. as of the date set forth hereinabove.

Andit No. B97000000185

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FML MIAMI, INC.

Linda Rhein

Valerie A. Ferry

By:

James W. Kelican, Jr.
JAMES W. KELICAN, JR.
Its: Vice President

PROPERTIES ADVISOR, INC.

Linda Rhein

Valerie A. Ferry

By:

James W. Kelican, Jr.
JAMES W. KELICAN, JR.
Its: Vice President

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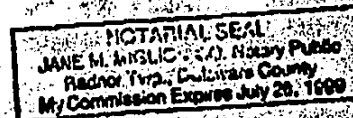
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STATE OF PENNSYLVANIA)
COUNTY OF) SS:

21st The foregoing instrument was acknowledged before me this day of November, 1996, by JAMES W. KELICAN, JR., as Vice President of FML MIAMI, INC., a Florida corporation, who is personally known to me and who did did not take an oath.

Jane M. Miglionico
NOTARY PUBLIC
Jane M. Miglionico
Print Name Above:

My commission expires:

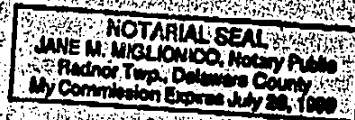


STATE OF PENNSYLVANIA)
COUNTY OF) SS:

2nd The foregoing instrument was acknowledged before me this day of November, 1996, by JAMES W. KELICAN, JR., as Vice President of PROPERTIES ADVISOR, INC., a Delaware corporation, who is personally known to me and who did did not take an oath.

Jane M. Miglionico
NOTARY PUBLIC
Jane M. Miglionico
Print Name Above:

My commission expires:



2.1/10/1996-11/10/1999

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