

# A18121

Requestor's Name  
1035 NW 57<sup>th</sup> Street  
Address  
Gainesville, FL 32605  
City/State/Zip Phone #

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1. Educational Software, Ltd  
(Corporation Name) (Document #)
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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

December 16, 1996

**EDUCATIONAL SOFTWARE, LTD.**  
1035 NW 57TH STREET  
GAINESVILLE, FL 32605

**SUBJECT: EDUCATIONAL SOFTWARE, LTD.**  
Ref. Number: A18121

We have received your document for **EDUCATIONAL SOFTWARE, LTD.**. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$52.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

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

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**CERTIFICATE OF CANCELLATION  
FOR**

Educational Software 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 10/24/84, hereby submits this certificate of cancellation.

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

According to Article 7 of the partnership the partnership shall terminate on August 30, 1996.  
A copy of page 19 of the partnership agreement is attached.

**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:**

*Lynn J. Hommel*  
\_\_\_\_\_  
\_\_\_\_\_

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would not alter the status of the Partnership as a Partnership for Federal Income Tax purposes.

**6.7 Removal of General Partner.** If the General Partner is removed for cause in accordance with Section 4.6 and the Partnership is not terminated, the General Partner's capital account shall be converted into a Limited Partner's interest with the same capital account balance as though an Additional Limited Partner had been admitted to the Partnership, but subordinated to the interests of all other Limited Partners. Such converted interest shall not share in the Partnership's income, losses or distributions until liquidation of the Partnership at which time the positive balance in the former General Partner's then Limited Partner's capital account, if any will be returned to it. For the purposes of this agreement, the term "cause" shall mean gross negligence or willful misconduct.

## ARTICLE 7

### TERMINATION

**7.1 Termination.** The Partnership shall terminate upon the earliest of the following events to occur:

- (a) August 30, 1996;
- (b) the occurrence of a Terminating Event without the appointment of a successor General Partner, as provided in Sections 6.6 and 6.7;
- (c) a vote of the Limited Partners as provided in Section 4.6; and
- (d) a sale or transfer by the Partnership of all or substantially all of its assets, unless the Partnership is continued by an affirmative vote or written consent of Limited Partners (excluding the General Partner) representing a majority of the interest (excluding the General Partner) in the Partnership.

**7.2 Terminating Event.** Upon the resignation, removal, withdrawal, bankruptcy or insolvency of the General Partner ("Terminating Event"), the Partnership shall terminate unless the Limited Partners shall, within 90 days after the occurrence of the Terminating Event, elect a successor General Partner by the vote required in section 4.6 and also

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