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August 2, 2001

Secretary of State of Florida
P.O. Box 6327
Tallahassee, Florida 32314

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-08/06/01--01083--008
*****52.50 *****52.50

Re: Certificates of Cancellation for Heritage Apartments, Ltd., and Windmill Apartments, Ltd.

Dear Secretary of State:

Enclosed please find Certificates of Cancellation for Heritage Apartments, Ltd. and Windmill Apartments, Ltd., along with checks in the amount of \$52.50 each. Please record these cancellations and return copies in the enclosed, self-addressed, stamped envelopes.

Very truly yours,

Stephen D. Peterson

cc: J. Robert Love
John T. Grieb, Esq.

**CERTIFICATE OF CANCELLATION
FOR**

WINDMILL APARTMENTS, LTD.

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 19, 1984, hereby submits this certificate of cancellation.

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

Paragraph 18(2) of the Certificate of Limited Partnership provides that the partnership shall be terminated upon the dissolution or sale by the Partnership of all of the assets of the Partnership. All of the assets of the Partnership have been sold.

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:

SPI REALTY ASSOCIATES, INC.

By: _____

Name: Aubrey L. Layne, Jr.

Title: President

RJ PROPERTIES, INC.

By: _____

Name: J. Robert Love, President