

STRATEGIC REALTY ADVISORS, INC.

630 DUNDEE ROAD • SUITE 220 NORTHBROOK, ILLINOIS 60062 • (847) 562-4514 FAX: (847) 562-9696

A18619

February 28, 2002

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800005043678--3
-03/05/02--01041--005
*****52.50 *****52.50

RE: Key Biscayne Limited Partnership
Document #A18619

Dear Sir or Madam:

The enclosed withdrawal application and fee are submitted for filing. Please return all correspondence and/or call for further information concerning this matter to the following:

Steven E. Silverman
General Counsel
Strategic Realty Advisors, Inc.
630 Dundee Road, Suite 220
Northbrook, IL 60062
(847) 562-4514 direct
(847) 562-4515 fax

Thank you for your prompt attention to this request.

Sincerely,

Mary Helminski

Mary Helminski
Legal Department

FILED
02 MAR -5 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

:mlh
Enclosure
cc: Steven E. Silverman

A18619

**CERTIFICATE OF CANCELLATION
FOR**

Key Biscayne Limited Partnership

(Insert name currently on file with Florida Dept. of State)

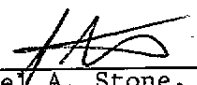
Pursuant to the provisions of section 620.113, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on December 21, 1984, hereby submits this certificate of cancellation.

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

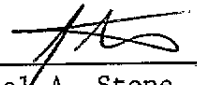
The Partnership has ceased doing business in the State of Florida

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:



Joel A. Stone, as Authorized
Signatory of VMS Realty Investment, Ltd.



Joel A. Stone, as Authorized
Signatory of Key Biscayne Beach
Hotel Associates, Ltd.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAR -5 PM 3:31

FILED