

CERTIFICATE OF CANCELLATION FOR

HERITAGE APARTMENTS, LTD.

Pursuant to the provisions of section 620.113, Florida Statutes, this Florida limited partnership, who certificate was filed with the Florida Department of State on July 15, 1985, 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:

By: Name: Abrey L. Layne, Jr.

Title: President

RJ PROPERTIES, INC.

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SECRETARISTE FLORIDATE