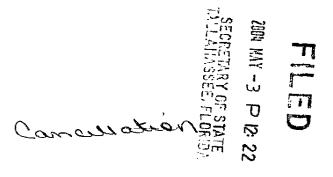
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TIMOTHY J. MURTY, P. A.

Attorney At Law

1633 Periwinkle Way, Suite A • Sanibel Island, FL 33957-4404 Office: 239-472-1000 • Fax: 239-472-4449 • E-mail: t.murty@worldnet.att.net

April 28, 2004

Department of State Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314

IN RE:

WELLINGTON REAL ESTATE FUND LTD. II

TO WHOM IT MAY CONCERN:

Enclosed are the original and one copy of a Certificate of Cancellation for the above named Florida limited partnership and a check in the amount of \$52.50 representing payment of the applicable fees.

Please file same and return a conformed copy to me.

Thank you for your assistance in this matter.

Very truly yours,

TIMOTHY J. MURTY

Attorney at Law

/km

Enclosures

SECRETARY OF STATE
TALL AHASSEF FEEDVAL

CERTIFICATE OF CANCELLATION **FOR**

WELLINGTON REAL ESTATE FUND LTD. II

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 _8/13/85 hereby submits this certificate of cancellation.

F1RST: Reason for cancellation: (State why partnership is submitting cancellation)

All assets of the limited partnership have been liquidated.

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:

MURWICK PROPERTIES