

A20574

REYNOLDS METALS COMPANY

6601 W. BROAD STREET • RICHMOND, VIRGINIA 23230-1701
MAILING ADDRESS: P.O. BOX 27003 • RICHMOND, VIRGINIA 23261-7003

OFFICE OF THE SECRETARY

TELECOPY: (804) 281-3300

FILED
97 AUG 19 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 14, 1997

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

A20574

700002271167--8
-08/19/97--01051--007
*****60.00 *****60.00

Re: Cypress Cove Associates, Ltd.

Dear Sirs:

CM

Attached for filing is a Certificate of Cancellation for the partnership listed above, along with our check in the amount of \$60.00, payable to the Florida Department of State. Please send me evidence of filing as soon as it is available.

If you have any questions, please give me a call.

Sincerely,

Deborah N. Midkiff
Deborah N. Midkiff
Corporate Secretary's Office

/dnm
Attachments

cc: Roni Doolin

CYPRESS COVE ASSOCIATES, LTD.

CERTIFICATE OF CANCELLATION

FILED
97 AUG 19 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Cancellation is made this 5th day of August, 1997, by Presidential Development Corporation, a New York corporation as general partner, and Presidential Manor Corporation, a New York corporation, as limited partner, of CYPRESS COVE ASSOCIATES, LTD., a Florida limited partnership.

NOW THEREFORE, in consideration of the terms and conditions herein contained and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree and swear as follows:

1. The name of the limited partnership is Cypress Cove Associates, Ltd.

2. The Certificate of Limited Partnership of Cypress Cove Associates, Ltd. was filed on August 15, 1985 in the Office of the Secretary of State of Florida, as amended by an Amendment thereto filed on November 4, 1985 in the Office of the Secretary of State of Florida, as further amended by an Amendment thereto filed on December 20, 1985 in the Office of the Secretary of State of Florida, as further amended by an Amendment thereto filed on October 7, 1986 in the Office of the Secretary of State of Florida, as further amended by an Amendment thereto filed on January 22, 1987 in the Office of the Secretary of State of Florida, and as amended in its entirety by an Amended and Restated Certificate filed on August 13, 1990 in the Office of the Secretary of State of Florida.

3. Cypress Cove Associates, Ltd. has sold all of its assets prior to the date hereof. Section V of the Amended and Restated Agreement and Certificate of Cypress Cove Associates, Ltd. filed on August 13, 1990 provides that the partnership shall be dissolved upon the sale or other disposition of all or substantially all of the assets of the partnership.

4. The effective date of cancellation of the Certificate of Limited Partnership of Cypress Cove Associates, Ltd. shall be the date upon which this Certificate is filed with the Office of the Secretary of State of Florida.

IN WITNESS WHEREOF, this Certificate has been executed on the date first above written.

PRESIDENTIAL DEVELOPMENT CORPORATION.
General Partner

BY John M. Noonan
John M. Noonan, President

PRESIDENTIAL MANOR CORPORATION
Limited Partner

BY John M. Noonan
John M. Noonan, President

COMMONWEALTH OF VIRGINIA)
) ss
COUNTY OF HENRICO)

The foregoing instrument was acknowledged before me this 5th day of August, 1997 by John M. Noonan, as President of Presidential Development Corporation, a New York corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

Given under my hand and official seal this 5th day of August 1997.

Theresa A. Myers
Theresa A. Myers, Notary Public

(NOTARY SEAL)

My Commission Expires: January 31, 2001

FILED
97 AUG 19 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMMONWEALTH OF VIRGINIA)
) ss
COUNTY OF HENRICO)

The foregoing instrument was acknowledged before me this 5th day of August, 1997 by John M. Noonan, as President of Presidential Manor Corporation, a New York corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

Given under my hand and official seal this 5th day of August, 1997.

Theresa A. Myers
Theresa A. Myers, Notary Public

(NOTARY SEAL)

My Commission Expires: January 31, 2001