



THE UNITED STATES
CORPORATION
COMPANY

A22682

ACCOUNT NO. : 072100000032

REFERENCE : 084340 4322561

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 52.50

ORDER DATE : December 30, 1998

ORDER TIME : 3:12 PM

ORDER NO. : 084340-005

CUSTOMER NO: 4322561

800002728418--3

CUSTOMER: Mr. Daniel Frommer
Dewey Ballantine LLP
1301 Avenue Of The Americas
27th Floor
New York, NY 10019-6092

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DIVISION OF CORPORATIONS

DOMESTIC FILINGS

NAME: PLANTATION FOUNTAINS
ASSOCIATES LIMITED PARTNERSHIP

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XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

BR
BR 12/31/98

CERTIFICATE OF CANCELLATION
OF
CERTIFICATE OF LIMITED PARTNERSHIP
OF
PLANTATION FOUNTAINS ASSOCIATES LIMITED PARTNERSHIP

To the Secretary of State
State of Florida

The undersigned, on behalf of the limited partnership named below, hereby
certify as follows:

1. The name of the limited partnership is Plantation Fountains
Associates Limited Partnership.
 2. The date of filing of the Certificate of Limited Partnership of the
limited partnership is June 6, 1986.
 3. The reason for filing this Certificate of Cancellation is that the
Partnership is being dissolved pursuant to the unanimous written consent of all
partners.
 4. This Certificate of Cancellation is to be effective upon the filing of
this Certificate of Cancellation.
- signed on 30th day of December, 1998.


Gary P. Andrews, Vice President
Fountains RPF Realty Corporation, a Delaware
Corporation, General Partner

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PLANTATION FOUNTAINS ASSOCIATES LIMITED PARTNERSHIP

CONSENT OF PARTNERSHIP ACTION

The undersigned, being all of the partners of Plantation Fountains Associates Limited Partnership, a Florida limited partnership (the "Partnership"), hereby certify, consent, and agree as follows:

1. The undersigned, as partners of the Partnership hereby authorize, ratify, confirm and consent to the dissolution of the Partnership and the Partnership is hereby dissolved.

IN WITNESS WHEREOF, the parties hereto have duly executed this certificate of Dissolution by Written Consent of All Partners dated as of the 31st day of December, 1998

FOUNTAINS RPF REALTY
CORPORATION, a Delaware
Corporation, general partner



Name: Gary P. Andrews
Title: Vice President

GE INVESTMENT REALTY
PARTNERS I, LIMITED
PARTNERSHIP, a Delaware Limited
Partnership, limited partner

By: GE Investment Management
Incorporated, its general partner



Name: Gary P. Andrews
Title: Vice President

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