

A23783

T. Rowe Price Associates, Inc.

October 30, 1997

P.O. Box 89000
Baltimore, Maryland 21289-8600

100 East Pratt Street
Baltimore, Maryland 21202

410-345-2160
Fax 410-345-6575
e-mail lrobins@troweprice.com

Lucy B. Robins
Vice President and
Associate Legal Counsel

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

Re: T. Rowe Price Realty Income Fund II, America's Sales-Commission-Free
Real Estate Limited Partnership

Enclosed is a check for the filing fee of \$52.50 to cancel the above limited partnership registration with the Florida Department of State.

Please send correspondence to: Lucy B. Robins
T. Rowe Price Associates, Inc.
100 E. Pratt Street
Baltimore, MD 21202
(410) 345-2160

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TALLAHASSEE, FLORIDA

Name and signature

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Acknowledgement	DCC
W. P. Verifier	DCC

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**CERTIFICATE OF CANCELLATION
FOR**

T. Rowe Price Realty Income Fund II, America's Sales-Commission-Free Real Estate
Limited Partnership (insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.174, Florida Statutes, this foreign limited partnership hereby submits this certificate of cancellation in order to cancel its registration with the Florida Department of State.

STATE OF Maryland

COUNTY OF City of Baltimore

On this 30 day of October, 1997, Lucy B. Robins
personally appeared before me, Lucy B. Robins

- who is personally known to me
- whose identity I proved on the basis of _____

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TALLAHASSEE, FLORIDA

Tina R. Kirn
Notary Public Signature

Tina R Kirn
Notary's Printed Name

Seal

My Commission Expires: 6-01-00