

A24303

Law Offices

KRIVCHER MAGIDS PLC

L. DON CAMPBELL, JR.*
CHARLES C. COTTAM
JACK MAGIDS**
MICHAEL B. NEAL
HENRY C. SHELTON, III

INTERNATIONAL PLACE II
6410 POPLAR AVENUE, SUITE 300
MEMPHIS, TENNESSEE 38119-4839

TELEPHONE (901) 682-6431
FACSIMILE (901) 682-6453

ROBERT R. KRIVCHER (1920-1991)

SHAWN A. TIDWELL
ELIZABETH J. LANDRIGAN
RACHEL L. HOTZE
JASON M. MASSIE

*Also licensed in Alabama and Illinois
**Also licensed in New York

December 29, 1997

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

700002386137--3
-12/30/97--01070--006
*****52.50 *****52.50

Re: FPI Palencia, Ltd. Document No. A24303

Dear Sir or Madam:

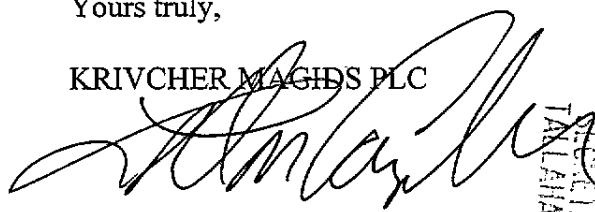
Enclosed please find the Certificate of Cancellation of Certificate of Limited Partnership of FPI Palencia, Ltd., which is presented to your office for filing. I have also enclosed a check in the amount of \$52.50 in payment of the required filing fee. Once the document has been filed with your office, please return it in the enclosed pre-paid returned envelope.

Should you have any questions or if anything additional is required, please do not hesitate to call.

Yours truly,

KRIVCHER MAGIDS PLC

L. Don Campbell, Jr.



FILED
97 DEC 30 PM 3:20
TALLAHASSEE, FLORIDA

Name	LDC:amc
Availability	
Document	Enclosure
Examiner	DCC
Updater	DCC
Printer	
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

Prepared by and return to:
L. Don Campbell, Esq.
6410 Poplar Avenue, Suite 300
Memphis, TN 38119-4839

**CERTIFICATE OF CANCELLATION
OF
CERTIFICATE OF LIMITED PARTNERSHIP
OF
FPI PALENCIA, LTD.**

THIS CERTIFICATE OF CANCELLATION OF CERTIFICATE OF LIMITED PARTNERSHIP OF FPI PALENCIA, LTD. (the "Certificate of Cancellation") is made and delivered for the purpose of canceling the certificate of limited partnership of FPI Palencia, Ltd., a Florida limited partnership (the "Partnership").

RECITALS:

WHEREAS, the Partnership has been dissolved by reason of the sale of all of its assets and the collection of the proceeds therefrom;

WHEREAS, the winding up of the Partnership is complete; and

WHEREAS, Fogelman Enterprises, L.P., a Delaware limited partnership doing business in the State of Florida as "Fogelman Enterprises, Limited Partnership" (the "General Partner"), is the sole general partner of the Partnership.

NOW, THEREFORE, in order to cancel the certificate of limited partnership of the Partnership, the General Partner certifies as follows:

1. The name of the Partnership is: FPI Palencia, Ltd.
2. The document number of the Partnership is: A24303.
3. The Certificate of Formation and Limited Partnership Agreement of the Partnership was originally filed in the office of the Secretary of State of the State of Florida on March 23, 1987; and the First Amended and Restated Certificate of Formation and Limited Partnership Agreement of the Partnership was filed in the office of the Secretary of State of the State of Florida on June 3, 1987.
4. This Certificate of Cancellation is being filed for the reason that (a) the Partnership has been dissolved; and (b) the winding up of the Partnership is complete.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. This Certificate of Cancellation shall be effective upon the filing thereof.

IN WITNESS WHEREOF, the undersigned, being the sole general partner of the Partnership, has executed this Certificate of Cancellation as of the 29th day of December, 1997.

FOGELMAN ENTERPRISES, L.P., a Delaware limited partnership doing business in the State of Florida as Fogelman Enterprises, Limited Partnership,

By: Fogelman Limited Partnership, a Delaware limited partnership,

By: Fogelman Properties, Inc., a Tennessee corporation,

By: Richard L. Fogelman
Name: RICHARD L. FOGELMAN
Title: PRESIDENT

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DEC 30 PM 3:20
CLERK OF STATE
TENNESSEE, FLORIDA