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

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-05/05/98--01027--001
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RE: CEA Investors Partnership II, Ltd.
Certificate of Cancellation of Limited Partnership

Gentlemen:

On behalf of the above-referenced partnership, enclosed please find two executed copies of the Certificate of Cancellation of Limited Partnership, and a check in the amount of \$5.50 representing the filing fee.

Please acknowledge filing of this document by stamping the duplicate copy and returning it to me.

If you have any questions or require further information, please contact me by telephone before returning the documents.

Very truly yours,

Susan W. Carlson

SWC:mc

Enclosures

cc: CEA Investors
Partnership II, Ltd.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Name	Availability	Document	Examiner	Updater	U.S. Officer	Verifier	Acknowledgement	W. P. Verifier
	A24916							

CERTIFICATE OF CANCELLATION OF
LIMITED PARTNERSHIP OF
CEA INVESTORS PARTNERSHIP II, LTD.

Pursuant to the Florida Revised Uniform Limited Partnership Act (1986) and Florida Statutes Section 620.113 the undersigned, constituting the sole general partner of CEA INVESTORS PARTNERSHIP II, LTD., a Florida limited partnership (the "Partnership") hereby cancels the Certificate of Limited Partnership of CEA INVESTORS PARTNERSHIP II, LTD. as follows:

1. The name of the Partnership is CEA INVESTORS PARTNERSHIP II, LTD. (the "Partnership").

2. The Certificate of Limited Partnership of CEA INVESTORS PARTNERSHIP II, LTD. was filed with the Florida Department of State on July 23, 1987 (the "Certificate").

3. This Certificate of Cancellation of Limited Partnership is filed as a result of the dissolution and winding up of the Partnership. The Partnership has ceased doing business and has distributed to the partners of all remaining assets of the Partnership pursuant to the Partnership Agreement and applicable law.

4. The cancellation of the Certificate of Limited Partnership of the Partnership shall be effective upon the filing of this Certificate of Cancellation with the Florida Department of State.

The execution of this Certificate of Cancellation of Limited Partnership by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.

IN WITNESS WHEREOF, the undersigned, constituting all of the general partners of CEA INVESTORS PARTNERSHIP II, LTD. have executed this Certificate of Cancellation of Limited Partnership of CEA INVESTORS PARTNERSHIP II, LTD. this 20th day of April, 1998.

GENERAL PARTNER:

CEA INVESTORS, INC.,
a Florida corporation

By: 

J. PATRICK MICHAELS, JR.
President

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