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December 26, 1996

*ALSO ADMITTED IN NEW YORK
*ADMITTED IN NEW YORK ONLY
*ADMITTED IN NEW JERSEY ONLY

VIA FEDERAL EXPRESS

Secretary of State, State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Limited Partnership Section

RE: Financial Preservation Growth Company, Ltd
Capital Preservation Growth Company, Ltd.

Dear Sir/Madam:

Enclosed for filing please find one original Certificate of Cancellation for each of the above-captioned Florida limited partnerships. Kindly file these Certificates and provide the undersigned with a certified copy thereof.

Also enclosed are checks as follows:

1. A check in the amount of \$52.50 made payable to the Florida Department of State as payment for the filing of the Certificate of Cancellation for Financial Preservation Growth Company, Ltd.
2. A check in the amount of \$52.50 made payable to the Florida Department of State as payment for the filing of the Certificate of Cancellation for Capital Preservation Growth Company, Ltd.
3. Two separate checks in the amount of \$52.50 each made payable to the Florida Department of State to cover the fee for you providing me with a certified copy of the above filings.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IVEY, BARNUM & O'MARA, LLC

Secretary of State, State of Florida
December 26, 1996
Page Two

Should you have any questions, please call the undersigned direct at (203)661-6000 extension 224.

Sincerely



Juerg A. Heim

JAH:vz
encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CANCELLATION
OF
CERTIFICATE OF LIMITED PARTNERSHIP
OF
FINANCIAL PRESERVATION GROWTH COMPANY, LTD.

FILED
96 DEC 27 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 **FINANCIAL PRESERVATION GROWTH COMPANY, LTD.**
2. The date of filing of the Certificate of Limited Partnership of the limited partnership is May 11, 1988.
3. The reason for filing this Certificate of Cancellation is that the general partners and a majority-in-interest of the limited partners of the limited partnership have voted to dissolve the limited partnership in accordance with the terms of the limited partnership agreement.

The undersigned constitute the general partners of the limited partnership.

Signed on 12/21/96, 1996.

ARNOLD MANAGEMENT CORPORATION,
a Partner

C.F. ARNOLD CORPORATION,
a Partner


Carl F. Arnold, President

By: 
Carl F. Arnold, President