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December 30, 1996

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SECRETARY OF STAIL
TALLAHASSEE, FLORIDA

VIA AIRBORNE EXPRESS

Florida Department of State Division of Corporations Attn: Registration Section 409 East Gaines Street Tallahassee, Florida 32399

(M)

000002056270--8 -01/14/97--01017--006 *****\$2.50 *****\$2.50

RE: Sunbelt Commercial Limited Partnership (A11584) Sunbelt Residential Limited Partnership (A27015)

To whom it may concern:

Enclosed are the following:

- 1. 1997 Limited Partnership Annual Report for Sunbelt Commercial Limited Partnership and a check in the amount of \$576.25 to cover the filing and supplemental fees; and
- 2. Duplicate originals of a Certificate of Cancellation of Registration of Foreign Limited Partnership for Sunbelt Residential Limited Partnership (A27015) and a check in the amount of \$52.50 to cover the filing fee.

Thank you and please call me at (602) 730-3297 if you have any questions.

Sincerely,

Connie J. Gecich

Paralegal

:cjg/Enclosures

CERTIFICATE OF CANCELLATION OF REGISTRATION OF FOREIGN LIMITED PARTNERSHIP SUNBELT RESIDENTIAL LIMITED PARTNERSHIP

In accordance with Florida Statutes Annotated § 620.174, the undersigned hereby certifies as follows: $\alpha \gamma \gamma s$

- 1. Name. The limited partnership affected by this instrument is registered as a foreign limited partnership in Florida under the name "Sunbelt Residential Limited Partnership." The limited partnership is formed under the laws of Arizona.
- 2. Cancellation. Sunbelt Residential Limited Partnership hereby elects to cancel its registration as a foreign limited partnership in the state of Florida.

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		GENERAL PARTNER: UDC Advisory Services, Inc. Florida an Illinois corporation By: James J. Grogan Senior Executive Vice President

STATE OF ARIZONA) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 23 day of December, 1996, by James J. Grogan, the Senior Executive Vice President of UDC Advisory Services, Inc., an Illinois corporation, on behalf of the corporation.

Nótary Public

My Commission Expires:

OFFICIAL SEAL
CAROL PETERSON
Notary Public - State of Arizona
MARIGOPA COUNTY
My Commission Expires June 9, 1998

SAG-395924.1