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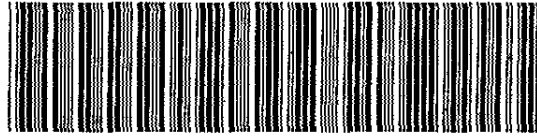
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SECRETARY OF
TALLAHASSEE, FLORIDA

MORGAN

REAL ESTATE INC.

January 21, 2004

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

RE: CERTIFICATE OF CANCELLATION FOR HARDING PLAZA, LTD.

Dear Sir/Madam:

Enclosed for filing are two (2) originals of the Certificate of Cancellation for Harding Plaza, Ltd., a Florida limited partnership, along with our check in the amount of \$105.00 for the following fees:

Filing Fee for Certificate of Cancellation:	\$ 52.50
Certified Copy of Certificate of Cancellation:	<u>\$ 52.50</u>
TOTAL:	\$105.00

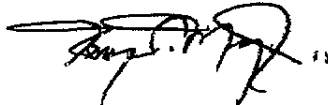
Please return the certified copy of the document to my attention at the address below.

3696 N. Federal Highway, Suite #200
Fort Lauderdale, FL 33308

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me at 954-563-8600.

Very truly yours,

MORGAN REAL ESTATE, INC.



George A. Morgan, Jr.
President

GAM/dh
Enclosures

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF CANCELLATION
FOR**

HARDING PLAZA, LTD.

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.113, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on Feb. 2, 1989, hereby submits this certificate of cancellation.

FIRST: Reason for cancellation: (State why partnership is submitting cancellation)

Property was sold and entity is no longer doing business.

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TALLAHASSEE, FLORIDA

SECOND: This certificate of cancellation shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signatures of all general partners:



GEORGE A. MORGAN, SR.

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CLERK OF COURT
ALLAHASSEE, FLORIDA

DISSOLUTION OF HARDING PLAZA, LTD.
A FLORIDA LIMITED PARTNERSHIP
AND WRITTEN CONSENT OF PARTNERS

THIS DISSOLUTION OF HARDING PLAZA, LTD., A FLORIDA LIMITED PARTNERSHIP, AND WRITTEN CONSENT OF PARTNERS (hereinafter "Dissolution of Harding Plaza, Ltd.") is made as of the 26th day of December, 2003, by and between the General Partner and Limited Partners of Harding Plaza, Ltd. (the "Partners"), representing a Majority in Interest of the Partners.

WITNESSETH

WHEREAS, on or about February 2, 1989, Harding Plaza, Ltd., a Florida limited partnership, was formed for investment purposes (the "Partnership"), pursuant to the Agreement of Limited Partnership of Harding Plaza, Ltd., dated February 2, 1989, and was modified by that certain First Amendment, dated June 30, 1990; and was further modified by that certain Second Amendment, dated September 1, 1990; and was further modified by that certain Third Amendment dated March 13, 2003 (collectively, the "Agreement"); and

WHEREAS, the Partnership acquired that certain retail shopping center consisting of approximately 25,387 square feet of retail space with appurtenant improvements thereto, known as Harding Plaza, located at 1801-1891 North Federal Highway in the City of Hollywood, Broward County, Florida (the "Property"); and

WHEREAS, the Partnership has heretofore sold, transferred and assigned all of its ownership of or interest in the Property; and in accordance with and pursuant to Sections 8.1.2 and 8.1.4 of the Agreement, the Partners have determined and agreed that the Partnership shall be dissolved.

NOW, THEREFORE, to accomplish the objectives hereinabove set forth and in consideration of the mutual covenants herein expressed, and for

by all the parties hereto is hereby acknowledged, the parties do for themselves, their successors and assigns, agree as follows:

1. Upon execution of this Dissolution of Harding Plaza, Ltd. by a Majority in Interest of the Partners, and pursuant to the provisions of Section 620.113, Florida Statutes, the General Partner shall file on behalf of the Partnership a Certificate of Cancellation of the Certificate of Limited Partnership of Harding Plaza, Ltd., filed with the Florida Department

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of State on February 2, 1989, and amended by that certain Certificate of Amendment to Certificate of Limited Partnership, filed with the Florida Department of State on May 5, 2003.

2. The Certificate of Cancellation shall be effective at the time of its filing with the Florida Department of State.

3. Upon payment of final Partnership expenses, all remaining cash shall be distributed to the Partners based on their partnership interests.

4. The Partners hereby consent to the dissolution, liquidation and termination of the Partnership.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals the day and year first above written.

WITNESSES:

Steve A. Hassel
R. McGraw

GENERAL PARTNER:

By: George A. Morgan
GEORGE A. MORGAN, SR.

LIMITED PARTNER:

GEORGE A. AND MARY JANE
MORGAN FAMILY TRUST

Steve A. Hassel
R. McGraw

By: George A. Morgan TRUSTEE
GEORGE A. MORGAN, TRUSTEE

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TALLAHASSEE, FLORIDA