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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 377440 430642
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 52.50

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FLORIDA

ORDER DATE : December 29, 2003

ORDER TIME : 11:36 AM

ORDER NO. : 377440-015

CUSTOMER NO: 4306427

CUSTOMER: Mr. Matthew Gerritsen
Testa Hurwitz & Thibault
High Street Tower
125 High Street
Boston, MA 02110

FOREIGN FILINGS

NAME: SOUTH ATLANTIC VENTURE
PARTNERS II, LIMITED
PARTNERSHIP

 CORPORATE
XX LIMITED PARTNERSHIP
 LIMITED LIABILITY COMPANY

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF STATUS


CONTACT PERSON: Sara Lea - EXT# 2914

EXAMINER: _____

**CERTIFICATE OF CANCELLATION
FOR
SOUTH ATLANTIC VENTURE PARTNERS II, LIMITED PARTNERSHIP**

South Atlantic Venture Partners II, Limited Partnership

Pursuant to the provisions of section 620.174, Florida Statutes, this foreign
limited partnership hereby submits this certificate of cancellation in order to
cancel its registration with the Florida Department of State

By: 
Name: Donald W. Burton
General Partner

FILED
DEC 30 PM 3:58
SECRETARY OF STATE
FLORIDA

STATE OF Wyoming

COUNTY OF Teton

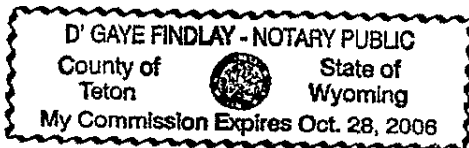
On this 23rd day of December, 2003 Donald W. Burton personally
appeared before me,



who is personally known to me

whose identity I proved on the basis of _____


Notary Public Signature



D'Gaye Findlay
Notary Public Printed Name

My Commission Expires: 10/28/06