

A28006

December 15, 1998

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

100002724511--6
-12/29/98-01022-001
*****52.50 *****52.50

Re: Cypress Equipment Fund, Ltd.

Document # A2806

Dear Sir:

Enclosed please find our Certificate of Cancellation for the above referenced limited partnership and our check in the amount of \$52.50, representing the filing fee.

Please send the ACKNOWLEDGEMENT to the attention of Dale Smith, Partnership Administration, P.O. Box 14073, St. Petersburg, FL 33733-4073.

Should you have any questions or need additional information, please feel free to contact me at (727) 573-3800 extension 4830.

Sincerely,



Carol Georges
Director of Accounting

CG/sh

Enclosures

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RJ LEASING, INC.
EQUIPMENT MANAGEMENT
General Partner

880 Carillon Parkway P.O. Box 12749 St. Petersburg, Florida 33733-2749
813/573-3800, Extension 5038

**CERTIFICATE OF CANCELLATION
FOR**

Cypress Equipment Fund, 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 March 3, 1989, hereby submits this certificate of cancellation.

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

This Certificate of Cancellation is filed due to the cessation of all business activity and the distribution of all of the Partnership's net assets.

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:

(See Attached)

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General Partners:

RJ Leasing-2, Inc.



J. Davenport Mosby, III
President




John M. McDonald
Vice President

Raymond James Partners, Inc.




J. Davenport Mosby, III
President

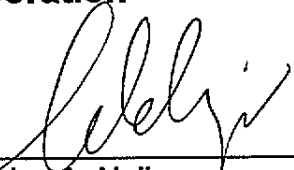


John M. McDonald
Vice President

Cypress Equipment Management Corporation



Stephen R. Harwood
President



Alex A. Najjar
Executive Vice President

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