

A COLLIER
ENTERPRISES
LTD.

3003 TAMiami TRAIL N., #400, NAPLES, FL 34103/PHONE 941/261-4455

February 15, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Riverchase, Ltd.

200004950502--5
-02/18/02--01091--013
****105.00 ****105.00

Dear Sir or Madam:

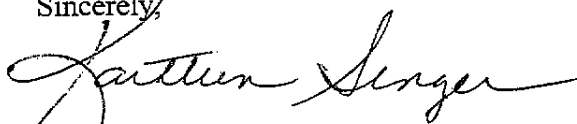
Enclosed please find the original and one (1) copy of the Certificate of Cancellation pertaining to the above captioned limited partnership. I am further enclosing my check in the amount of \$105.00, which represents \$52.50 for the filing fee and a \$52.50 for a certified copy of the Cancellation.

Upon filing, please return the certified copy to:

Kathleen Singer
Collier Enterprises, Ltd.
3003 Tamiami Trail North, Suite 400
Naples, Florida 34103

Should there be any questions, please do not hesitate to contact me at 941/261-4455. Thank you for your attention to this matter.

Sincerely,



Kathleen Singer
Legal Assistant to Terry L. Flora

Enclosure

FILED
02 FEB 18 AM 9:39
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**CERTIFICATE OF CANCELLATION
OF
CERTIFICATE OF LIMITED PARTNERSHIP OF
RIVERCHASE, LTD.
A FLORIDA LIMITED PARTNERSHIP**

The undersigned general partner of RIVERCHASE, LTD., a Florida limited partnership (the "Partnership"), desiring to adopt a Certificate of Cancellation of Certificate of Limited Partnership of the Partnership pursuant to Section 620.113 of the Florida Revised Uniform Limited Partnership Act, hereby states the following:

1. The name of the limited partnership is: RIVERCHASE, LTD.
2. The date of filing of the Certificate of Limited Partnership is April 5, 1991, and assigned registration number A31392.
3. This Certificate of Cancellation is being filed to reflect the dissolution and completion of winding up of the Partnership by written consent of all the partners, pursuant to the Partnership's Agreement of Limited Partnership and Section 620.157 and 620.159 of the Florida Revised Uniform Limited Partnership Act.
4. The cancellation shall be effective upon the filing of this Certificate of Cancellation with the Department of State of Florida.

The execution of this Certificate of Cancellation by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Cancellation has been executed by the general partner of the Partnership.

COLLIER MANAGEMENT SERVICES, INC.
a Florida corporation, as general partner
of Riverchase, Ltd.

By: Terry L. Flora
Terry L. Flora, Vice President