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CERTIFICATE OF CANCELLATION OF CERTIFICATE OF LIMITED PARTNERSHIP OF CALIFORNIA FOODS II, LTD.

Pursuant to section 620.113 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of CALIFORNIA FOODS II, LTD., a limited partnership organized and existing under the Florida Revised Uniform Limited Partnership Act of the State of Florida (the "Partnership"), hereby makes and files with the Department of State of the State of Florida this Certificate of Cancellation of Certificate of Limited Partnership of the Partnership for the purpose of cancelling the Partnership's Certificate of Limited Partnership issued by the Secretary of State of the State of Florida on June 6, 1991.

1. <u>Name of Partnership</u>. The name of the Partnership is California Foods II, Ltd.

2. <u>Date of Filing of Certificate of Limited Partnership</u>. The Certificate of Limited Partnership of the Partnership was filed with the Department of State on June 6, 1991, and was assigned document number A31602.

3. <u>Reason for Cancellation</u>. The general partner desires to dissolve the Partnership. As a result, the Partnership has been dissolved, all distributions and obligations resolved.

4. <u>Effective Date of Cancellation</u>. The Certificate of Cancellation shall be effective at the time of its filing with the Florida Department of State.

EXECUTED this Ork day of May, 2001.

GENERAL PARTNER CNL GROWTH PARTNERS, INC. By:_________ Robert A. Bourne, President