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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE OF CANCELLATION OF
BERKELEY MARINA ASSOCIATES LIMITED PARTNERSHIP**

The sole remaining partner of Berkeley Marina Associates Limited Partnership, a Delaware limited partnership (the "Partnership"), desires to dissolve the Partnership and certifies as follows:

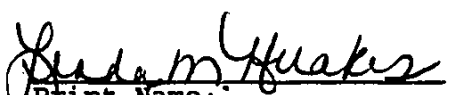
1. The name under which the Partnership conducted business is Berkeley Marina Associates Limited Partnership.
2. The Partnership has distributed its assets to its sole remaining partner.
3. Cancellation of the Partnership is effective as of November 4, 1996.


IN WITNESS WHEREOF, the undersigned has hereunto set its hand as of the 4th day of November, 1996.

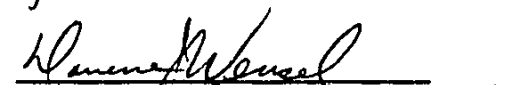
Signed and acknowledged
in the presence of:

BERKELEY MARINA ASSOCIATES
LIMITED PARTNERSHIP

By: Boykin Berkeley, Inc., its
general partner


Print Name: DANEENE J. WENSEL

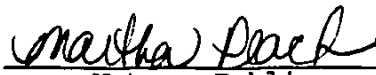
By: 
Robert W. Boykin, President


Print Name: DANEENE J. WENSEL

STATE OF OHIO)
) SS:
COUNTY OF CUYAHOGA)

BEFORE ME, a Notary Public in and for said County and State, personally appeared Berkeley Marina Associates Limited Partnership, by Robert W. Boykin, President of Boykin Berkeley, Inc., general partner of Boykin Marina Associates Limited Partnership, who acknowledged that he did execute individually the foregoing instrument and such execution is his free act and deed as such officer and the free act and deed of such corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 4th day of November, 1996.



Notary Public
MARTHA J. PEACH
Notary Public, State of Ohio
My Commission Expires 8/31/97

This instrument prepared by:

Baker & Hostetler
3200 National City Center
1900 East Ninth Street
Cleveland, OH 44114-3485
(216) 621-0200

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