

A32223

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December 19, 2003

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

Re: Cypress Equipment Fund II, Ltd. Document A 32223 FEI 593082723

Dear Sir:

Please find our enclosed Certificate of Cancellation for the above referenced limited partnership.

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) 567-4830.

Sincerely,

A handwritten signature in cursive script that reads "Carol Georges".

Carol Georges
Vice President Partnership Administration

CG/ds

Enclosures

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DIVISION OF CORPORATIONS

**CERTIFICATE OF CANCELLATION
FOR**

Cypress Equipment Fund II, 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 11/13/1991, 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.

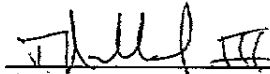
THIRD: Signatures of all general partners:

See attached

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General Partners:

RJ Leasing-2, Inc.

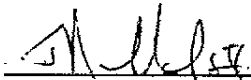


J. Davenport Mosby, III
President



Carol Black
Secretary/Treasurer

Raymond James Partners, Inc.



J. Davenport Mosby, III
President



Mary Jean Kissner
Vice President

Cypress Equipment Management Corporation



Stephen R. Harwood
President



Alex A. Najjar
Executive Vice President

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