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* NOT ADMITTED IN FLORIDA

October 24, 1997

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

300002330383--4
-10/27/97--01108--002
****105.00 ****105.00

Re: PHD Holdings of Florida, Ltd.

Dear Sirs:

Enclosed for filing is a Certificate of Cancellation for the above limited partnership together with a check payable to the Department of State in the amount of \$105 to cover the filing fee and your charges for a certified copy of the filing.

If you have any questions, please call the undersigned at any time.

Very truly yours,

R. Leigh Duemler
R. Leigh Duemler

FILED
97 OCT 27 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A 32693

Name	<i>OK</i>
Availability	<i>OK</i>
Document Examiner	<i>OK</i>
Updater	<i>OK</i>
Updater Verifier	<i>OK</i>
Acknowledgment	<i>OK</i>
W. P. Verifier	<i>OK</i>

CERTIFICATE OF CANCELLATION
FOR
CERTIFICATE OF LIMITED PARTNERSHIP
OF
PHD HOLDINGS OF FLORIDA, LTD.

FILED
97 OCT 27 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 620.113, Florida Statutes, the undersigned, the sole general partner of PHD HOLDINGS OF FLORIDA, LTD. (The "Partnership") hereby certifies as follows:

1. The name of the Partnership is PHD HOLDINGS OF FLORIDA, LTD.
2. The date of filing of the certificate of limited partnership of the Partnership was March 16, 1992.
3. The reason for filing this Certificate of Cancellation is that the winding up of the affairs of the Partnership has been completed and the Partnership has been dissolved.
4. The cancellation of the Certificate of Limited Partnership of the Partnership shall be effective upon the filing of this Certificate with the Florida Department of State.
5. The undersigned is the sole general partner of the Partnership.

IN WITNESS WHEREOF, the undersigned has signed this Certificate on the date set forth below.

Dated: July 9, 1997

September
RAO

PHD HOLDINGS OF FLORIDA, INC.

General Partner

By:

Richard G. Primeau
Richard G Primeau, President