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October 9, 1997

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

200002319042--2
-10/13/97--01104--022
****105.00 ****105.00

Re: PHD Associates of Naples, 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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 13 AM 10:43

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KWM

CERTIFICATE OF CANCELLATION
FOR
CERTIFICATE OF LIMITED PARTNERSHIP
OF
PHD ASSOCIATES OF NAPLES, LTD.

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

1. The name of the Partnership is PHD ASSOCIATES OF NAPLES, 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 7, 1997

September
(RGP)

PHD HOLDINGS OF FLORIDA, LTD.
General Partner

By: PHD HOLDINGS OF FLORIDA, INC.
its general partner

By: *Richard G. Primeau*
Richard G. Primeau, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 13 AM 10:43