



THE UNITED STATES
CORPORATION
COMPANY

A33520

ACCOUNT NO. : 072100000032

REFERENCE : 197756 4303712

AUTHORIZATION :

Patricia Piggott

COST LIMIT : \$ 52.50

ORDER DATE : December 20, 1996

ORDER TIME : 10:56 AM

ORDER NO. : 197756-060

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CUSTOMER NO: 4303712

CUSTOMER: Siobhan Cameron, Legal Asst
Richards, Layton & Finger
One Rodney Square
Box 551
Wilmington, DE 19899

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 24 PM 2:07

FOREIGN FILINGS

NAME: GRACE COCOA VENTURES L.P.

XX PROFIT
NON-PROFIT

CORPORATE
XX LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JUAN E. JONES

Name	Availability	A33520
Document	Examiner	GSH
Updater		GSH
Updater	Verifier	GSH
Acknowledgement		GSH
W. P. Verifier		GSH

95 DEC 27 PM 1:06
DIVISION OF CORPORATIONS

**CERTIFICATE OF CANCELLATION OF REGISTRATION
OF A FOREIGN LIMITED PARTNERSHIP**

To the Secretary of State
State of Florida

It is hereby certified that:

1. Grace Cocoa Ventures L.P., a foreign limited partnership formed under the laws of the State of Delaware, hereby cancels its registration in the State of Florida.
2. The undersigned is a general partner of the aforesaid foreign limited partnership.

Signed on this 19th day of DECEMBER, 1996.

W. R. GRACE & CO.-CONN.
General Partner

By: Larry Elberger
Name: Larry Elberger
Title: Senior Vice President &
Chief Financial Officer

STATE OF FLORIDA)
)SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged and sworn to before me this 19th day of DECEMBER 1996, by LARRY ELBERGER, an officer of W. R. Grace & Co.-Conn., a General Partner of Grace Cocoa Ventures L.P., a limited partnership formed under the laws of the State of Delaware, on behalf of said limited partnership.

Rochelle L. Kays
Notary Public
My Commission Expires: _____

