

541 Hamburg Drive, Suite A P.O. Box 11229
Knoxville TN 37939
(865) 584-4175 Fax (865) 584-4233

SOUTHERN MANAGEMENT AND DEVELOPMENT, L.P.

March 1, 2000

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

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-03/20/00-01126--001
*****52.50 *****52.50

Dear Sirs:

In compliance with section 620.113, Florida Statutes, please find enclosed check #010637 in the amount of \$52.50 and the *Certificate of Cancellation* for East Boca Warehouse LTD. In further compliance of section 620.157, Florida Statutes, please find enclosed section 22 a (II) of the Partnership Agreement of East Boca Warehouse, Ltd. stating that a dissolution of the partnership occurs upon the prior happening of the sale of all or substantially all of the partnership's assets. As the Partnership Agreement is signed by all partners, this should satisfy the requirements of section 620.157.

The contact name, number and address for acknowledgment or any other business regarding this letter should be referred to:

Jill Levin
Southern Management & Development, L.P.
P.O. Box 11229
Knoxville, TN 37939
423-584-4175

Sincerely,
Southern Management & Development, L.P.
Managing Agent for East Boca Warehouse LTD.

Jill Levin, Vice President
SSL GP Corp, General Partner

SECRETARY OF STATE
TALLAHASSEE FLORIDA

00 MAR 20 PM 12:12

FILED

FLORIDA OFFICE:

21301 Powerline Road, Suite 312 • Boca Raton, FL 33433 • (561) 883-1412 • Fax (561) 883-6218

**CERTIFICATION OF CANCELLATION
FOR**

EAST BOCA WAREHOUSE, LTD.

(Insert name currently on file with Florida Dept. of State)

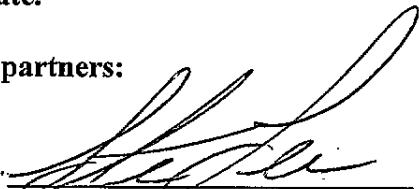
Pursuant to the provisions of section 620.113, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on March 10, 1993, hereby submits this certificate of cancellation.

FIRST: Reason for cancellation: (State why partnership is submitting cancellation)

Sale of Partnership 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:



West Investment Company, Inc.
by: Steven Levin, Vice President



RAP Funding Corp.
Norman P. Rappaport, President

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00 MAR 20 PM 12:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA