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VOLUNTARY CANCELLATION OF LP

FIRC CORAL WAY, LTD.

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CERTIFICATE OF CANCELLATION FOR FIRC CORAL WAY, LTD.

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 June 8, 1994 under the name of Fraga Limited IV, changed to FIRC Coral Way, Ltd. by Certificate of Amendment filed on February 19, 1998, hereby submits this certificate of cancellation.

FIRST: Reason for cancellation: Dissolution and liquidation of Limited Partnership.

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:

FIRC MANAGEMENT, INC.

By: _____

Antonio O. Fraga, President

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FAX AUDIT NUMBER:
H00000059027 3**AGREEMENT FOR TERMINATION OF LIMITED PARTNERSHIP**

This Agreement for Termination of Limited Partnership is made by FIRC MANAGEMENT, INC. (the "General Partner") and all of the undersigned limited partners of FIRC CORAL WAY, LTD. (the "Limited Partners" and together with the General Partner, the "Partners") on this 7th day of November, 2000.

RECITALS:

A. FIRC Coral Way, Ltd. (the "Partnership") was formed as a Florida limited partnership on June 8, 1994 by filing a Certificate of Limited Partnership with the Florida Secretary of State under the name of Fraga Limited IV; the name of the Limited Partnership was changed to FIRC Coral Way, Ltd. by Certificate of Amendment filed on February 19, 1998.

B. The Partnership also entered into an Agreement of Limited Partnership dated as of June 6, 1994 (the "Agreement").

C. The Partners are desirous of terminating the Partnership and the Agreement and canceling the Certificate of Limited Partnership.

NOW, THEREFORE, in consideration of the premises, the parties agree as follows:

1. The General Partner shall take all actions necessary or desirable to dissolve the Partnership, pay off its liabilities, establish prudent reserves for any contingent liabilities and distribute all remaining assets, after the establishment of such reserves, if any, to the Partners in accordance with their percentage interest in the Partnership.

2. The Partners acknowledge that set forth below are the only partners of the Partnership and the percentage interest of each as of the date hereof:

| | |
|---------------------------|--------|
| Antonio O. Fraga: | 50.67% |
| Selected Coral Way, Inc.: | 33.33% |
| Antonio C. Fraga: | 5% |
| Albert Fraga: | 5% |
| Antonio Yip: | 5% |
| FIRC Management, Inc. | 1% |

3. The General Partner shall cause to be filed with the Florida Secretary of State a Cancellation of Limited Partnership in such form as may be appropriate to comply with the requirements of Florida law.

4. All of the Partners, by executing below, hereby consent to the dissolution and liquidation of the Partnership and the cancellation of its Certificate of Limited Partnership with the Florida Secretary of State.

PREPARED BY:

M. Cristina Moreno, Esq.
Murai Wald Blondo & Moreno, P.A.
25 S.E. 2nd Avenue, Suite 900
Miami, Florida 33131
Florida Bar No. 259721

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Executed this 7th day of ^{November}~~October~~, 2000 by all of the partners of the Limited Partnership.


Antonio O. Fraga


Antonio C. Fraga


Albert Fraga


Antonio Yip

SELECTED CORAL WAY, INC.

By: 

FIRC MANAGEMENT, INC.

By: 

Antonio O. Fraga

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