



THE UNITED STATES
CORPORATION
COMPANY

A94000001282

ACCOUNT NO. : 072100000032

REFERENCE : 452951 144946A

AUTHORIZATION :

COST LIMIT : \$ 52.50

ORDER DATE : July 7, 1997

500002231255--2

ORDER TIME : 11:24 AM

ORDER NO. : 452951-005

CUSTOMER NO: 144946A

CUSTOMER: Ms. Colleen M. Antomides
Harbor Title & Escrow Company,
2095 Grand Harbor Boulevard

Vero Beach, FL 32967

DOMESTIC FILINGS

NAME: HARBOR TITLE & ESCROW COMPANY,
LTD.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: *PK*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -7 PM 2:26

97 JUL -7 PM 1:50

7/7/97

**CERTIFICATE OF CANCELLATION
FOR
HARBOR TITLE & ESCROW COMPANY, LTD.**

Pursuant to the provisions of section 620.113, Florida Statutes, this Florida limited partnership, which previously filed its certificate of limited partnership with the Florida Department of State on September 21, 1994 hereby submits this Certificate of Cancellation.

FIRST: Reason for Cancellation:

The limited partners have transferred their partnership interests to the general partner and there are no longer any limited partners of this partnership (see assignments attached hereto).

SECOND: This Certificate of Cancellation shall be effective at the time of its filing with the Florida Department of State.

THIRD: Below is the signature of the sole general partner.

HARBOR TITLE & ESCROW COMPANY, INC.,
a Florida corporation

By: P J Henn
Peter J. Henn, President

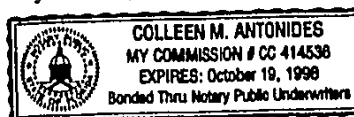
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HARBOR TITLE & ESCROW COMPANY, INC.

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me, the undersigned authority, personally appeared Peter J. Henn, President of Harbor Title & Escrow Company, Inc., a Florida corporation, on behalf of that entity, who acknowledged the foregoing Certificate of Cancellation before me this 3rd day of July, 1997, and who I personally know and who has taken an oath.

Colleen M. Antonides
Notary Public, State of Florida



**ASSIGNMENT OF LIMITED PARTNERSHIP INTEREST
IN
HARBOR TITLE & ESCROW COMPANY, LTD.**

GRAND HARBOR ASSOCIATES, INC., a Florida corporation ("Assignor"), hereby conveys, transfers and assigns to HARBOR TITLE & ESCROW COMPANY, INC., a Florida corporation ("Assignee"), an 89.10% limited partnership interest in HARBOR TITLE & ESCROW COMPANY, LTD., a Florida limited partnership.

This Assignment shall be effective as of April 1, 1997.

ASSIGNOR


GRAND HARBOR ASSOCIATES, INC.,
a Florida corporation

By: 
Kenneth L. Uptain, President

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ASSIGNEE

HARBOR TITLE & ESCROW COMPANY, INC.,
a Florida corporation

By: 
Peter J. Henn, President

The undersigned, as General Partner of HARBOR TITLE & ESCROW COMPANY, LTD., hereby consents to the above Assignment of Limited Partnership Interest.

HARBOR TITLE & ESCROW COMPANY, INC.,
a Florida corporation

By: 
Peter J. Henn, President

ASSIGNMENT OF LIMITED PARTNERSHIP INTEREST
IN
HARBOR TITLE & ESCROW COMPANY, LTD.

GRAND HARBOR DEVELOPMENT COMPANY, a Florida corporation ("Assignor"), hereby conveys, transfers and assigns to HARBOR TITLE & ESCROW COMPANY, INC., a Florida corporation ("Assignee"), a 9.90% limited partnership interest in HARBOR TITLE & ESCROW COMPANY, LTD., a Florida limited partnership.

This Assignment shall be effective as of April 1, 1997.

ASSIGNOR

GRAND HARBOR DEVELOPMENT COMPANY,
a Florida corporation

By: 

Donald C. Proctor, President

ASSIGNEE

HARBOR TITLE & ESCROW COMPANY, INC.,
a Florida corporation

By: 

Peter J. Henn, President

The undersigned, as General Partner of HARBOR TITLE & ESCROW COMPANY, LTD., hereby consents to the above Assignment of Limited Partnership Interest.

HARBOR TITLE & ESCROW COMPANY, INC.,
a Florida corporation

By: 

Peter J. Henn, President

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CORPORATIONS
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