

A95000000911

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BOARD CERTIFIED
TAX LAWYER

December 1, 2000

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MJH

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-12/05/00--01008--004
180.00 **52.50
105.00

Gentlemen:

A95-911

Enclosed for filing are the following documents covering the conversion of Groshell Associates, Ltd. into a general partnership and the qualification of that partnership as a limited liability partnership:

1. Certificate of Cancellation of Certificate of Limited Partnership of Groshell Associates, Ltd.
2. Partnership Registration Statement for Groshell Associates.
3. Statement of Qualification as a Florida Limited Partnership for Groshell Associates, LLP.

Also enclosed are copies of these documents upon which we would appreciate having the filing date stamped and returned to us with your letters acknowledging the filings.

We would also like to order a certified copy of the Certificate of Cancellation of Certificate of Limited Partnership.

This firm's check in the amount of \$180.00 to cover the following filing fees for the three documents and the fee for the certified copy of the Certificate of Cancellation of Certificate of Limited Partnership is enclosed:

1. Certificate of Cancellation of Certificate of Limited Partnership.....	\$ 52.50
2. Partnership Registration Statement.....	50.00
3. Statement of Qualification.....	25.00
4. Certified Copy of Certificate of Cancellation of Certificate of Limited Partnership.....	52.50
	\$180.00

Sincerely,


Fred H. Steffey

00 DEC -4 PM 1:13

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FHS:maw

Enclosures

cc: Mr. Daniel J. Groshell (w/encl.)

**CERTIFICATE OF CANCELLATION OF
CERTIFICATE OF LIMITED PARTNERSHIP
OF
GROSHELL ASSOCIATES, LTD.,
a Florida limited partnership**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -4 PM 1:13

The undersigned general partners, desiring to cancel the Certificate of Limited Partnership issued to the subject limited partnership pursuant to Section 620.113 of the Florida Statutes, certify as follows:

1. Limited Partnership Name. The name of the limited partnership is Groshell Associates, Ltd. (the "Limited Partnership").
2. Date of Filing of Certificate of Limited Partnership. The Certificate of Limited Partnership for the Limited Partnership was filed on June 9, 1995 (Document Number A95000000911).
3. Reason for Filing Certificate of Cancellation. This Certificate of Cancellation is filed in order to convert the Limited Partnership to a partnership pursuant to the provisions of Section 620.8903 of the Florida Statutes. Upon the conversion of the Limited Partnership to a partnership, the surviving partnership intends to file with the Florida Department of State a Partnership Registration statement pursuant to Section 620.8105 and a Statement of Qualification as a Florida Limited Liability Partnership pursuant to Section 620.9001 of the Florida Statutes under the name "Groshell Associates, LLP."
4. Effective Date of Cancellation. The effective date of this Certificate of Cancellation of Certificate of Limited Partnership shall be the date of its filing with the Florida Department of State.
5. Names and Addresses of General Partners. The names and business addresses of the general partners are: Benjamin S. Groshell, Daniel J. Groshell and Howard J. Groshell, 105 S. Roscoe Boulevard, Ponte Vedra Beach, Florida 32082.

As provided in Section 620.114 of the Florida Statutes, the execution of this Certificate of Cancellation of Certificate of Limited Partnership constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Cancellation of Certificate of Limited Partnership has been executed by the general partners of Groshell Associates, Ltd.

Date: 10-31-00


BENJAMIN S. GROSHELL

Date: 10-31-00


DANIEL J. GROSHELL

Date: 10-31-00


HOWARD J. GROSHELL

/
GENERAL PARTNERS