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**Palatak Associates, Ltd. a Florida limited partnership**  
**2295 Corporate Blvd., N.W., #240**  
**Boca Raton, Florida 33431**

Telephone (561) 998-8171  
Facsimile (561) 998-7767

December 26, 1996

Florida Department of State  
Qualification / Registration Sec.  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32399

Via U.S. Overnight Mail Service

CM

Re: Palatak Associates, Ltd. a Florida limited partnership Cancellation Certificate

Dear Sirs / Madam:

Enclosed please find check number 1005 in the amount of One Hundred Thirteen Dollars and Seventy Five Cents (\$113.75) representing the fee to cancel a Florida limited partnership with the Florida Department of State. The fee is broken down as follows:

1. \$52.50 Filing Fee
2. \$8.75 Certificate of Status
3. \$52.50 Certified Copy.

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-01/14/97--01017--008  
\*\*\*113.75 \*\*\*113.75

Please send the Certificate of Status and the Certified Copy to the undersigned via overnight mail in the enclosed pre-paid, pre-addressed Federal Express envelope.

If you have any questions or problems with filing the enclosed documents, please do not hesitate to contact the undersigned.

Sincerely,



Paola M. Luptak

**CERTIFICATE OF CANCELLATION  
OF CERTIFICATE OF LIMITED PARTNERSHIP  
of  
PALATAK ASSOCIATES, LTD.**

The undersigned, sole general partner of PALATAK ASSOCIATES, LTD., a Florida limited partnership ("Partnership"), hereby adopts this Certificate of Cancellation of Certificate of Limited Partnership on behalf of the Partnership, and does hereby state as follows:

1. The name of the Partnership is PALATAK ASSOCIATES, LTD.
2. The date of filing of the Certificate of Limited Partnership was May 14, 1996.
3. This Certificate is filed to reflect that the Partnership has merged into a Nevada limited partnership, has changed its state or organization to Nevada, shall operate its business and affairs as a Nevada limited partnership under the name of Waterford Associates Limited Partnership shall no longer operate its business and affairs as a Florida limited partnership under the laws of the State of Florida, and does hereby terminate the Certificate of Limited Partnership but does not terminate the existence of the Partnership in any way.
4. This Certificate shall be effective on its date of filing.
5. This Certificate does not constitute and is not to be construed as a termination of the Partnership for any purpose and confirms that the Partnership is no longer a Florida limited partnership, but has become merged and reorganized into a Nevada limited partnership pursuant to the agreement of all the partners of the Partnership as permitted by the Florida Revised Uniform Limited Partnership Act ("Act"), which enables the partners to operate the Partnership as they may agree so long as not in contravention of the Act.

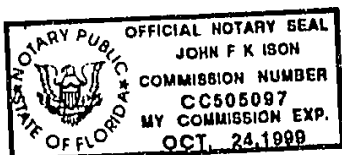
IN WITNESS WHEREOF, the undersigned executes this Certificate this 26<sup>th</sup> day of December, 1996.

Palatak Associates, Ltd., a Florida limited partnership  
By: Palatak Florida, Inc., a Florida corporation, its sole  
General Partner

By:   
Paola M. Luptak, Secretary

State of Florida  
County of Palm Beach

On this 26th day of December, 1996, Paola M. Luptak, Secretary of Palatak Florida, Inc., the sole General Partner of Palatak Associates Ltd., a Florida limited partnership, personally appeared before me. She is personally known or has produced \_\_\_\_\_ as identification.



Notary Public

Sign:

Print:

My Commission expires: 11/24/99