

A96000001175

**ASSET SPECIALISTS**  
**INC.**

November 9, 1998

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

200002687482--4  
-11/13/98--01089--001  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: Metrocentre Partners, Ltd.

To Whom It May Concern:

Please find enclosed a Certificate of Cancellation, Resolution of General Partner, and check #1610 in the amount of \$52.50 from the above referenced limited partnership. With this information, please cancel Metrocentre Partners, Ltd.

Please contact Cindy Schaefer at 561-689-0220 if there are any questions. The acknowledgment should be addressed to:

Mr. Thomas R. Gibson  
Asset Specialists, Inc.  
2442 Metrocentre Blvd.  
West Palm Beach, FL 33407

Thank you for your assistance.

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98 NOV 13 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name Availability	Sincerely,
Document Examiner	<i>Cynthia J. Schaefer</i> DCC Cynthia J. Schaefer
Title	Controller
Librarian Verifier	Enclosures CC
Acknowledgement	DCC
W. P. Verifier	DCC

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**CERTIFICATE OF CANCELLATION  
FOR  
METROCENTRE PARTNERS, 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 21, 1996, hereby submits this Certificate of Cancellation.

**FIRST:** All of the Partnership's assets have been sold and, accordingly, the Partnership's business has terminated with its assets having been distributed to its Partners in complete liquidation.

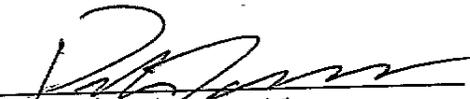
**SECOND:** This Certificate of Cancellation shall be effective at the time of its filing with the Florida Department of State.

**IN WITNESS WHEREOF,** this Certificate of Cancellation has been executed by the General Partner of Metrocentre Partners, Ltd. this 2<sup>nd</sup> day of November, 1998.

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TALLAHASSEE, FLORIDA

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Comac Metrocentre, Inc., General Partner

By:   
Peter V. Cowie, President

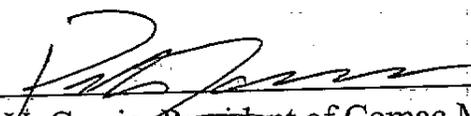
**RESOLUTION OF GENERAL PARTNER  
OF METROCENTRE PARTNERS, LTD.**

**RESOLVED**, that on January 5, 1998, Metrocentre Partners, Ltd. (the "Partnership") sold all of its interest in its commercial real estate operations and, in connection therewith, satisfied its outstanding mortgages. Thereafter, the Partnership began the process of satisfying its remaining liabilities and the winding up of its affairs.

**RESOLVED**, that certain liquidating distributions were made by the Partnership to its partners in liquidation of their interests in the Partnership. As of November 2, 1998 the Partnership had satisfied all of its liabilities or made provision for same and has distributed its remaining assets to its partners in liquidation of the Partnership.

**DATED:** November 2, 1998.

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Peter V. Cowie, President of Comac Metrocentre, Inc.  
General Partner of Metrocentre Partners, Ltd.