

Attorney At Law

Telephone (941) 474-7753

A 96000001327
 November 10, 1997

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RE: Englewood Carpets, Ltd
My File 362-95

Please file the enclosed "Cancellation of Certificate of Limited Partnership" with respect to the referenced limited partnership.

The cancellation to be effective upon the filing by your office. Enclosed please find my check in the amount of \$61.25 - \$52.50 for the cost of filing the Certificate and \$8.75 for a certificate confirming the filing of the Certificate.

Yours truly,

DAVID A. DUNKIN, P.A.


David A. Dunkin

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**CANCELLATION
OF
CERTIFICATE
OF
LIMITED PARTNERSHIP
OF
ENGLEWOOD CARPETS, LTD**

1. The name of the limited partnership being cancelled is ENGLEWOOD CARPETS, LTD.
2. The Certificate of Limited Partnership was filed with the State of Florida on July 15, 1996 at 2:01 p.m.
3. The certificate is being cancelled due to the fact that General Partner is no longer in business and there are no longer any limited partners. The sole shareholder of the General Partner Corporation has assigned all of his rights to the shares in the Corporation to the undersigned, as Trustee, for the sole purpose of finalizing the affairs of the limited partnership. The interests of each of the limited partners have been exchanged for shares of stock in the newly formed corporation, TEPRAC, INC., a Florida Corporation, which is continuing the business which was previously conducted by the limited partnership.
4. The cancellation to be effective upon the filing of this Certificate of Cancellation

DATED this 31st day of October, 1997.

ENGLEWOOD CARPETS, INC.



DAVID A. DUNKIN
Trustee for Dale W. Smith
General Partner

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA