

A96000001514

ALSTON & BIRD LLP

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Atlanta, Georgia 30309-3424

404-881-7000
Fax: 404-881-7777
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Glenda Gail Bugg

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December 29, 1998

VIA: UPS OVERNIGHT

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

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-12/30/98--01066--001
*****52.50 *****52.50

Re: Filing Certificate of Cancellation for Data Tree Associates, Ltd., a Florida
limited partnership

Gentlemen and Ladies:

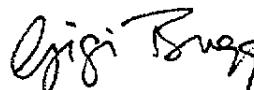
Enclosed are:

1. Original Certificate of Cancellation for Data Tree Associates, Ltd., a
Florida limited partnership; and
2. Alston & Bird check no. 293159 in the amount of \$52.50, payable to the
order of the Florida Department of State, to cover the filing fees for the cancellation.

Please accept and file this certificate of cancellation immediately, and in no event
later than December 31, 1998.

Please contact me at 404/881-7669 should you need anything further to complete
this filing or if you have any questions.

Very truly yours,



Glenda Gail Bugg

A96000001514

Enclosure; GGB:ggb

cc: Michael A. Monjoy, Esq.
Robert M. Denicola, Esq.

ATL01/10421424v1

1211 East Morehead Street
P. O. Drawer 34009
Charlotte, NC 28234-4009
704-331-6000
Fax: 704-334-2014

3605 Glenwood Avenue, Suite 310
P. O. Drawer 31107
Raleigh, NC 27622-1107
919-420-2200
Fax: 919-420-2260

601 Pennsylvania Avenue, N.W.
North Building, 11th Floor
Washington, DC 20004-2601
202-756-3300
Fax: 202-756-3333

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SECRET
DIVISION OF STATE
CORPORATIONS

CERTIFICATE OF CANCELLATION FOR

DATA TREE ASSOCIATES, LTD.

(Insert name currently on file with Florida Dept. of State)

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 August 14, 1996, hereby submits this certificate of cancellation. The number of the Affidavit and Certificate of Limited Partnership on file with the Florida Department of State is A96000001514.

FIRST: Reason for cancellation: (State why partnership is submitting cancellation)

The sole limited partner of Data Tree Associates, Ltd. has assigned its entire partnership interest in Data Tree Associates, Ltd. to the sole general partner of Data Tree Associates, Ltd., such that there are no longer two partners. New York Life Insurance and Annuity Corporation, the sole general partner of Data Tree Associates, Ltd., is filing this Certificate of Cancellation accordingly.

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

THIRD: Signatures of all general partners:

New York Life Insurance and Annuity Corporation, a Delaware Corporation, sole general partner

By: Frank J. Ollari

Name/Title: FRANK J. OLLARI

Vice President

Address: 51 Madison Avenue, New York, New York 10010

Signed this 29th day of December, 1998.

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS