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December 23, 1998

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FILED STATE

DEPT. OF CORPORATIONS

98 DEC 24 AM 10:45

HAND DELIVERY

Sandra B. Mortham
Secretary of State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

Re: Certificate of Cancellation of All Reit Investors, Ltd. and
Articles of Dissolution of Areit, Inc.

Dear Secretary Mortham:

A97-290

Pursuant to Section 620.113, Florida Statutes, please find enclosed a Certificate of Cancellation for All Reit Investors, Ltd., and check no. 2411 in the amount of \$52.50, representing the filing fee for the enclosed Certificate of Cancellation. Additionally, find enclosed, pursuant to Section 607.1403, Florida Statutes, the Articles of Dissolution for Areit, Inc., and check no. 2410 in the amount of \$35.00, representing the filing fee for the enclosed Articles of Dissolution for Areit, Inc.

Pursuant to Section 607.1403(2), Florida Statutes, the dissolution of Areit, Inc., became effective on December 18, 1998. The effective date for the cancellation of All Reit Investors, Ltd., shall be December 31, 1998, pursuant to Section 620.113(4), Florida Statutes, and the Certificate of Cancellation attached hereto. Please ensure that your records reflect the referenced dates above.

Thank you for your attention of this matter.

Very truly yours,

Gregory A. Chaires
Gregory A. Chaires

*Pick up
monday*

Enclosures

cc: Joseph R. Panzl, Esq. (w-encls.)

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CERTIFICATE OF CANCELLATION

OF

ALL REIT INVESTORS, LTD.

THE UNDERSIGNED, constituting the sole General Partner of ALL REIT INVESTORS, LTD., a Florida limited partnership (the "Partnership"), does hereby execute this Certificate of Cancellation of the Certificate of Limited Partnership of the Partnership in accordance with the requirements of §620.113 of the Florida Statutes, and does hereby state and affirm that:

- (1) The name of the Partnership is ALL REIT INVESTORS, LTD.
- (2) The date of filing of the Certificate of Limited Partnership of the Partnership was January 31, 1997.
- (3) The reason for filing this Certificate of Cancellation is that all of the business and purposes of the Partnership have been accomplished.
- (4) The effective date of this Certificate of Cancellation is upon the filing thereof with the Department of State of Florida, which shall be not later than December 31, 1998.

IN WITNESS WHEREOF, the undersigned has hereunto set its hand this 18th day of December, 1998.

AREIT, INC.

By: 

RICHARD W. STONE, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 24 AM 10:45