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BARASH & ASSOCIATES, P.A.
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KANE CONCOURSE EXECUTIVE BUILDING
1140 KANE CONCOURSE
BAY HARBOR ISLANDS, FLORIDA 33154-2055

October 25, 1999

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

400003028274--9
-10/28/99-01070-005
*****52.50 *****52.50

Re: C & R ADLER FAMILY LTD.

Dear Madam or Sir:

Please find enclosed a Certificate of Cancellation of Limited Partnership to be filed on behalf of the above Limited Partnership together with our check to your order in the sum of \$52.50 representing the filing fee.

Kindly forward your letter indicating your receipt of the enclosed Certificate of Cancellation.

Thank you for your cooperation in this matter.

Very truly yours,



ROBERT R. KULAK
Legal Assistant
For the Firm

Enclosure

cc: Ms. Cynthia Adler
Mr. Lawrence Adler

FILED
99 OCT 28 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtm
11/1

CERTIFICATE OF CANCELLATION OF LIMITED PARTNERSHIP

OF

C & R ADLER FAMILY LTD.

A97-973

This Certificate of Cancellation of the Limited Partnership ("Partnership") dated this 24th day of October, 1999, has been duly executed and is being filed by the undersigned in accordance with the provisions of Florida Revised Uniform Limited Partnership Act (1986)

1. Name. The name of the limited partnership is:

C & R ADLER FAMILY LTD.

2. Date of Filing of Certificate of Limited Partnership. The Certificate of Limited Partnership was filed in the Office of the Secretary of State of Florida on the 28 day of April, 1997.

3. Reason. The reason for filing this Certificate of Cancellation is that all General and Limited Partners of this limited partnership have agreed to dissolve this limited partnership.

4. Effective Date of Cancellation. This Certificate of Cancellation of Limited Partnership shall be effective upon the filing in the Office of the Secretary of State of Florida.

5. General Partners. The names and addresses of the current General Partners are:

Lawrence H. Adler, Trustee
L.H. Adler Revocable Trust
874 Village Square North
Palm Springs, CA 92262

Cynthia Adler
445 E. 77th Street
New York, New York 10021

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, being the general partners of the Partnership, do affirm under penalties of perjury that the facts stated herein are true and correct and that we have executed this Certificate of Cancellation of Limited Partnership as of the day and year aforesaid.

Lawrence H. Adler
Lawrence H. Adler, as Trustee of
The L.H. Adler Revocable Trust

Cynthia Adler
Cynthia Adler

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TALLAHASSEE, FLORIDA