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LAW OFFICES
KAUFMAN & ROTHFEDER
A PROFESSIONAL CORPORATION

ALAN E. ROTHFEDER*
JO KAREN PARR
RICHARDSON B. MCKENZIE III
ROBERT E. L. GILPIN
GEORGE W. THOMAS
JOHN WARD WEISS
ROBERT M. RITCHEY
SIMEON F. PENTON
J. SCOTT PIERCE
CARLA COLE GILMORE

SUITE 300 • LAKEVIEW CENTER
2660 EASTCHASE LANE
MONTGOMERY, ALABAMA 36117
TELEPHONE: (334) 244-1111
FACSIMILE: (334) 244-1969

MAILING ADDRESS:
P. O. DRAWER 4540
ZIP 36103-4540
Writer's Direct Dial Number: (334) 409-2256
Writer's E-mail Address: jrmorgan@krlegal.com

DAVID B. HUGHES
JOHN A. HOWARD, JR.
DAVIS H. SMITH
D. BRENT WILLS
SARAH S. JOHNSTON
JOHN RODGERS MORGAN III
S. REAGAN RUMSEY
JENNY R. WILSON

OF COUNSEL:
SAMUEL KAUFMAN
GREGG B. EVERETT

ALSO ADMITTED TO:
* GA BAR

December 12, 2005

Florida Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: Panama City Square, Limited Partnership
Our File No. 3000.1229

Dear Sir:

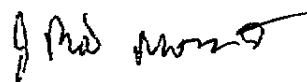
This firm has the pleasure of representing the above-referenced limited partnership.

Enclosed please find the original and one (1) copy of the Certificate of Cancellation of Panama City Square, Limited Partnership. Please file this Certificate as soon as possible. Also please stamp the extra copy with the date of filing and return it to me in the envelope provided. This firm's check in the amount of \$52.50 for the filing fee is enclosed.

If you have any questions concerning any of the above, please do not hesitate to contact me.

Yours very truly,

KAUFMAN & ROTHFEDER, P.C.



J. Rod Morgan, III

JRMIII:bsh

Enclosure

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**CERTIFICATE OF CANCELLATION
OF
PANAMA CITY SQUARE, LIMITED PARTNERSHIP
(A Florida Limited Partnership)**

THIS CERTIFICATE OF CANCELLATION of Panama City Square, Limited Partnership, a Florida limited partnership, is executed and effective this 5th day of December, 2005, by Panama City Square, Inc., an Alabama corporation, being the General Partner of Panama City Square, Limited Partnership, (the "Partner").

WHEREAS, Panama City Square, Limited Partnership (the "Partnership") was formed in accordance with the laws of the State of Florida; and

WHEREAS, this Certificate of Cancellation is to be filed by the Partnership to reflect the termination of the Partnership in the records of the Department of State for the State of Florida.

NOW THEREFORE, Panama City Square, Limited Partnership does hereby accept the following Certificate of Cancellation effective upon the filing thereof:

I

The name of the partnership is Panama City Square, Limited Partnership, a Florida limited partnership.

II

The Partnership's Certificate of Limited Partnership was recorded with the Department of State for the State of Florida on August 13, 1997, and amended by the filing of the Amendment to the Certificate of Limited Partnership on August 10, 1998.

III

The Partners desire to dissolve the Partnership and file this Certificate of Cancellation to reflect the dissolution of the Partnership pursuant to the laws of the State of Florida.

IV

The effective date of this Certificate of Cancellation shall be immediately upon filing.

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V

The Partnership has sold or transferred all of its assets, has ceased its business operations, and has paid or discharged all known debts, obligations and liabilities of the Partnership or have made adequate provisions therefor.

VI

All the assets of the Partnership have been sold or otherwise disposed of and the proceeds therefrom distributed to the Partners in accordance with the Limited Partnership Agreement.

VII

There are no suits pending against the Partnership in any court in respect to which adequate provision has not been made for satisfaction of any judgment, order or decree which may be entered against it.

IN WITNESS WHEREOF, the Partner has hereunto set its hand this 5th day of December, 2005.

PANAMA CITY SQUARE, INC.,
an Alabama corporation
The General Partner

By: *Jack F. Aronov*
Jack F. Aronov
Its President

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