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November 23, 1998

Florida Department of State
Limited Partnership Section
Registration Section
Post Office Box 6327
Tallahassee, Florida 32314

400002696364--1
-11/25/98--01040--001
****140.00 *****52.50

attention: Brenda Tadlock

Re: Triple Net Equities, Ltd.

Dear Brenda:

As we discussed on the phone, here is the Certificate of Cancellation of Triple Net Equities, Ltd. Once this cancellation is effective, we would like to form another limited partnership in the same name, but as a conversion of the existing Florida general partnership, Triple Net Equities. The Certificate of Limited Partnership for that conversion is also enclosed, plus an Affidavit regarding capital contributions of the limited partner. Finally, a check in the amount of \$140.00 is enclosed for the filing fees, which amount has been calculated as follows:

Certification of Cancellation Fee	\$ 52.50
Certificate of Limited Partnership Fee	\$ 52.50
Designation of Registered Agent	\$ 35.00
	<u>\$140.00</u>

#A-7-1956

Document Examiner	<i>[Signature]</i>
Update	<i>[Signature]</i>
Update	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. R. Verlyer	<i>[Signature]</i>

Thanks for your help in getting this cancellation and conversion taken care of. If you have any questions, or if you need any further information from our end, please let me know.

Sincerely,

Cathy Voss

Cathy Voss

CV/
Enclosures

98 NOV 25 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
52.50

**CERTIFICATE OF CANCELLATION
OF
TRIPLE NET EQUITIES, LTD.**

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 September 10, 1997, hereby submits this certificate of cancellation.

ARTICLE I

REASON FOR CANCELLATION

Triple Net Equities, Ltd. was incorrectly formed in September 1997 as a *de novo* Florida limited partnership, rather than as a *conversion* of an existing Florida general partnership by the name of "Triple Net Equities" pursuant to Section 620.8902, Florida Statutes, as was intended. Its general partner and all of its limited partners have therefore unanimously elected to cancel the limited partnership.

ARTICLE II

EFFECTIVE DATE

This Certificate of Cancellation shall be effective at the time of its filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned general partner has executed this Certificate as of the 24th day of November, 1998.

TRIPLE NET EQUITIES, INC.

By: _____

Peter D. Sleiman
President

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA