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April 8, 1998

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

Attention: Brenda Tadlock

Re: American Federal Properties, Ltd.

Dear Ms. Tadlock:

As we discussed on the phone, here is the Certificate of Cancellation of American Federal Properties, 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, American Federal Properties. 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 filings 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
	\$140.00

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,

OK

*Cathy Voss*

Nancy Voss
Availability
CV
Enclosures
Examiner
Updater
44089
Updater
Verifier
Acknowledgement
W. P. Verifier

*FLP cancel*  
*used*  
*4/10*

*Urgent 4/10/98*

FILING	52.50
C. COPY	
R. AGENT	
TOTAL	52.50
BALANCE DUE \$	
REFUND \$	

**CERTIFICATE OF CANCELLATION  
OF  
AMERICAN FEDERAL PROPERTIES, LTD.**

FILED  
98 APR 10 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 October 3, 1997, hereby submits this certificate of cancellation.

**ARTICLE I**

**REASON FOR CANCELLATION**

American Federal Properties, Ltd. has not conducted any business since its formation, does not intend to conduct any business in the future, and its general partner and all of its limited partners have therefore unanimously elected to cancel the 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 31st day of March, 1998.

**AMERICAN FEDERAL PROPERTIES, INC.**

By: \_\_\_\_\_

Eli T. Sleiman, Sr.

Its President