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Division of Corporations

GRAY, HARRIS, ROBINSON

PAGE 1/01

Page 1 of 1

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Florida Department of State
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VOLUNTARY CANCELLATION OF LP

PONDEROSA TRETINOIN PARTNERS, LTD.

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H 04000228993 3

**CERTIFICATE OF CANCELLATION
FOR**Ponderosa Trellis Partners, Ltd. (Document No. A97000002153)

(Insert name currently on file with Florida Dept. of State)

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 6, 1997, hereby submits this Certificate of Cancellation.

FIRST: Reason for cancellation: (State why partnership is submitting cancellation)

The General Partner has acquired all of the partnership interests of the Limited Partners and is the sole remaining Partner.

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

THIRD: Signature of sole General Partner.

Spear Pharmaceuticals, Inc.By: Kim L. Spear 10/15/04

Name: Kim L. Spear, M.D.

Title: President

H 04000228993 3