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August 13, 2002

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-08/15/02--01010--005
****105.00 ****105.00

Re: Pine & Douglas Associates, Ltd.

Dear Sir or Madam:

Enclosed herewith for filing, please find a Certificate of Cancellation for Pine & Douglas Associates, Ltd. along with a check in the amount of \$105.00, representing the filing fee and certified copy fee.

Please return evidence of filing to my attention in the enclosed FedEx package.

Sincerely,

Jennifer L. Dombrowski
Jennifer Dombrowski
Corporate Services Assistant

02 AUG 15 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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**CERTIFICATE OF CANCELLATION
FOR**

PINE & DOUGLAS ASSOCIATES, LTD.

(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 Nov. 21, 1997, hereby submits this certificate of cancellation.

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

Sale of substantially all of partnership assets

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TALLAHASSEE, FLORIDA

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

THIRD: Signatures of all general partners:

P & D GP LLC

by its manager, Goodman Properties, Inc.

BY: Lawrence A. Silvestri

Name: Lawrence A. Silvestri

Title: Vice President