

A97000002802
ALSTON & BIRD LLP

One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3424

404-881-7000
Fax: 404-881-4777
www.alston.com

MJH

Jan R. Ezell
Corporate Paralegal

Direct Dial: 404-881-7442
E-mail: jezell@alston.com

February 26, 2001

BY UPS OVERNIGHT

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

A97-2802

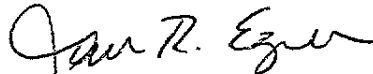
Ladies and Gentlemen:

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-02/27/01--01128--005
*****52.50 *****52.50

Enclosed for filing is the Certificate of Cancellation for The Phoenix Management Company, Ltd. Also enclosed is a check in the amount of \$52.50 in payment of the filing fee.

Thank you for your assistance with this filing. If you have any questions, please call me at (404) 881-7442.

Sincerely yours,



Jan R. Ezell
Corporate Paralegal

JRE:mw
Enclosures
cc: Mr. Peter C. November
ATL01/10001422v1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1211 East Morehead Street
P. O. Drawer 34009
Charlotte, NC 28234-4009
704-331-6000
Fax: 704-334-2014

3605 Glenwood Avenue
P. O. Drawer 31107
Raleigh, NC 27622-1107
919-420-2200
Fax: 919-881-3175

601 Pennsylvania Avenue, N.W.
North Building, 11th Floor
Washington, DC 20004-2601
202-756-3300
Fax: 202-756-3333

**CERTIFICATE OF CANCELLATION
FOR**

The Phoenix Management Company, 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 12/19/97, hereby submits this certificate of cancellation.

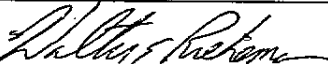
FIRST: Reason for cancellation: (State why partnership is submitting cancellation)

The company has ceased doing business.

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:

Dawson Managers, Inc., General Partner

By: 
Name: Walter E. Richmann
Title: President

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