



A 98 000000338

ACCOUNT NO. : 072100000032

REFERENCE : 083103 11381A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 30, 1998

ORDER TIME : 10:40 AM

ORDER NO. : 083103-005

CUSTOMER NO: 11381A

CUSTOMER: Alys Nagler Daniels, Esq
Gary Dytrych & Ryan
Suite 402
701 U.S. Highway 1
North Palm Beach, FL 33408

FILED
98 DEC 30 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CM

DOMESTIC FILINGS

NAME: CROSSROADS REALTY ADVISORS,
LTD.

700002726687-6
-12/30/98-D1074-023
*****52.50 *****52.50

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: _____

98 DEC 30 AM 11:51
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CANCELLATION
OF
CERTIFICATE OF LIMITED PARTNERSHIP
OF
CROSSROADS REALTY ADVISORS, LTD.,
A FLORIDA LIMITED PARTNERSHIP

To the Secretary of State
State of Florida

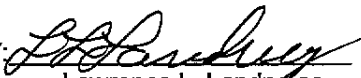
The undersigned, as the sole general partner of the limited partnership named below, and on behalf of the limited partnership named below, hereby certifies as follows:

- A. The name of the limited partnership is CROSSROADS REALTY ADVISORS, LTD.
2. The date of filing of the Certificate of Limited Partnership of the limited partnership is January 26, 1998, under file number A98000000338.
3. The reason for filing this Certificate of Cancellation is that all the general partners have unanimously consented, in writing, to the dissolution of the limited partnership.
4. This Certificate of Cancellation is to be effective upon the filing of this Certificate of Cancellation.

GENERAL PARTNER:

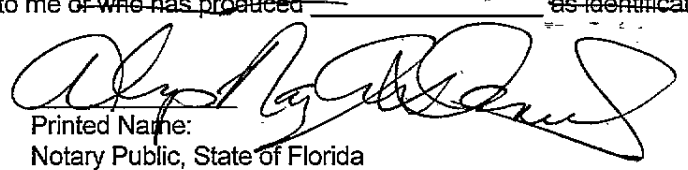
Westport Asset Management, Ltd.,
a Florida limited partnership,
as general partner of CROSSROADS
REALTY ADVISORS, LTD.

BY: Double L Investment, Inc., a Texas corp.,
as general partner of Westport Asset
Management, Ltd.

BY: 
Lawrence L. Landry, as
President of Double L Investment, Inc.

STATE OF Florida
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 29th day of December, 1998, by Lawrence L. Landry, as President of Double L Investment, Inc., as general partner of Westport Asset Management, Ltd., a Florida limited partnership, as general partner of CROSSROADS REALTY ADVISORS, LTD. who is personally known to me or who has produced _____ as identification.


Printed Name:
Notary Public, State of Florida

(NOTARY SEAL)
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Consent By All the General Partners
To Dissolution

The undersigned, being the sole general partner of CROSSROADS REALTY ADVISORS, LTD., herewith executes this consent, effective as of December 29 1998:

RESOLVED, as follows:

That CROSSROADS REALTY ADVISORS, LTD., ("Limited Partnership") be dissolved and all affairs of the Limited Partnership be wound up in accordance with all applicable laws, rules and regulations; and that Westport Asset Management, Ltd., as the sole general partner, execute and deliver all documents necessary to effectuate the orderly dissolution of the Limited Partnership and the winding up of the affairs of the Limited Partnership.

GENERAL PARTNER:

Westport Asset Management, Ltd.,
a Florida limited partnership,
as general partner of CROSSROADS
REALTY ADVISORS, LTD.

BY: Double L Investment, Inc., a Texas corp.,
as general partner of Westport Asset
Management, Ltd.

BY: [Signature]
Lawrence L. Landry, as

President

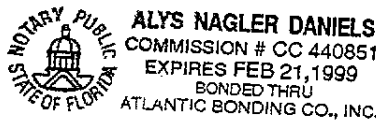
STATE OF Fl.]
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 29 day of December, 1998, by Lawrence L. Landry, as President of Double L Investment, Inc., as general partner of Westport Asset Management, Ltd., a Florida limited partnership, as general partner of CROSSROADS REALTY ADVISORS, LTD. who is personally known to me or who has produced as identification.

[Signature]
Printed Name:
Notary Public, State of Florida

(NOTARY SEAL)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA