

Wilson & Nolan
Real Estate and Mortgage Banking

Wilson & Nolan Southeast, Inc.
2970 Peachtree Road
Suite 500
Atlanta, Georgia 30305
404/231-2272
Fax 404/231-2360

FILED
2002 MAY -1 AM 10:55
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

April 29, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Underwood Partners, Ltd.

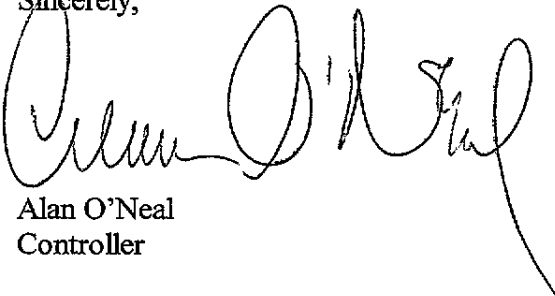
700005491227--7
-05/08/02--01025--002
*****52.50 *****52.50

Dear Sir or Madam:

Enclosed please find a Certificate of Cancellation for the above-referenced partnership. Also included is our filing fee in the amount of \$52.50. Kindly address our acknowledgement to my attention at this address. Otherwise, do not hesitate to contact me if additional information is required.

Thank you in advance for your assistance with this matter.

Sincerely,



Alan O'Neal
Controller

FF \$52.50

J. BRYAN MAY 9 2002

**CERTIFICATE OF CANCELLATION
FOR**

UNDERWOOD PARTNERS LTD.

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

FILED
2002 MAY -1 AM 10:56
DIVISION OF CORPORATIONS
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 6-16-99,
hereby submits this certificate of cancellation.

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

PARTNERSHIP HAS BEEN DISSOLVED.

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:

Great Bear Investment Company #F99000003157
Charles B. Wilson
Charles B. Wilson