



THE UNITED STATES
CORPORATION
COMPANY

B93000000314

ACCOUNT NO. : 072100000032

REFERENCE : 085017 4373439

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 52.50

ORDER DATE : December 31, 1998

ORDER TIME : 9:23 AM

ORDER NO. : 085017-030

100002728551--8

CUSTOMER NO: 4373439

CUSTOMER: Lila E. Gaston, Legal Asst
Akin, Gump, Strauss, Hauer &
19th Floor
590 Madison Avenue
New York, NY 10022

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN -4 AM 10:52

FILED

FOREIGN FILINGS

NAME: AP-GP BEACH HOTEL, L.P.

XX PROFIT
 NON-PROFIT

 CORPORATE
XX LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

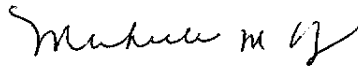
Wesl
1/4/99

CERTIFICATE OF CANCELLATION OF REGISTRATION
OF A FOREIGN LIMITED PARTNERSHIP

To the Secretary of State
State of Florida

It is hereby certified that:

1. AP-GP BEACH HOTEL, L.P., a foreign limited partnership formed under the laws of the State of Delaware, hereby cancels its registration in the State of Florida.
2. The undersigned is a general partner of the aforesaid foreign limited partnership, signed on the 28th day of December, 1998.

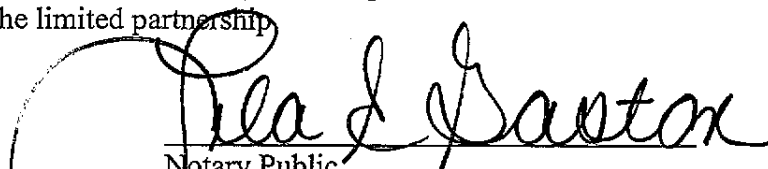


AP BEACH HOTEL OPERATING CORPORATION,
General Partner

FILED
99 JAN -4 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF New York
COUNTY OF New York

The foregoing instrument was acknowledged and sworn to before me this 28th day of December, 1998
by MICHELLE M. HSU, Vice-President, a General Partner of AP BEACH HOTEL
OPERATING CORPORATION, a limited partnership formed under the laws of the State of
Delaware, on behalf of the limited partnership



Notary Public
State of NY at Large

(SEAL)

My Commission Expires: 8/29/98

LILA E. GASTON
Notary Public, State of New York
No. 4879657
Qualified in New York County
Commission Expires 8/29/98