

B95000000123

Colony Advisors, Inc.

September 26, 1997

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

Re: **GBP Genpar, Inc. (No. F95000001596)**
Colony GBP Partners Limited Partnership (No. B95000000123)

Ladies and Gentlemen:

Enclosed please find one original and one photocopy of the originally executed and acknowledged Certificate of Cancellation of Registration of a Foreign Limited Partnership by Colony GBP Partners, L.P., doing business in Florida as Colony GBP Partners Limited Partnership.

Also enclosed are one original and one photocopy of the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida by GBP Genpar, Inc.

Please file these Certificate at your earliest convenience and send me file-stamped copies of each certificate using the stamped, self-addressed envelope enclosed. I have enclosed our checks in the amount of \$52.50 and \$35.00 made payable to Secretary of State in payment of your filing fees (\$52.50 for the partnership and \$35.00 for the corporation).

Please call if you require any additional information. Thank you for your assistance.

Name	
Address	
Document	DCC
Number	DCC
Modater	DCC
Other	
Buyer	Encl DCC
Approval	DCC

1999 Avenue of the Stars
Suite 1200
Los Angeles, California 90067
Fax 310/282-8808
Tel 310/282-8820

3000002307229--2
Very truly yours, 09/30/97--01013--015

*****35.00 *****35.00
Om 3000002307229--2
-09/30/97--01013--016
Joy Mallory *****52.50 *****52.50
Legal Administrator

**CERTIFICATE OF CANCELLATION OF REGISTRATION
OF A FOREIGN LIMITED PARTNERSHIP**

To the Secretary of State
State of Florida

It is hereby certified that:

1. Colony GBP Partners, L.P., a foreign limited partnership formed under the laws of the State of Delaware, doing business in Florida as Colony GBP Partners Limited Partnership, hereby cancels its registration in the State of Florida.


2. The undersigned is the sole general partner of the aforesaid foreign limited partnership.

Signed on the 26th day of September, 1997

General Partner:

GBP Genpar, Inc.,
a Delaware corporation

By:

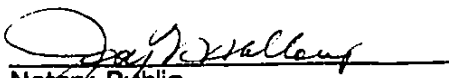

Mark M. Hedstrom
Vice President

FILED
SEP 30 AM 12:00
TALLAHASSEE, FLORIDA

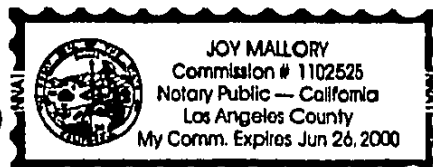
STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

The foregoing instrument was acknowledged and sworn to before me this 26th day of September, 1997, by Mark M. Hedstrom, a Vice President of the general partner of Colony GBP Partners, L.P., a limited partnership formed under the laws of the State of Delaware and doing business in Florida as Colony GBP Partners Limited Partnership, on behalf of the limited partnership.


Notary Public

(SEAL)



State of California at Large

My Commission Expires: 6-26-00

**CANCELLATION OF REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

The undersigned, **AMBERJACK, LTD.**, an Arizona corporation, doing business in Florida as **FLORIDA JACK, INC.**, in its capacity as general partner of **POMPAÑO JACK, LIMITED PARTNERSHIP**, an Illinois limited partnership, (the "Partnership"), pursuant to Section 620.174 Florida Statutes, hereby certifies the following:

1. The Partnership was formed as an Illinois limited partnership on or about July 15, 1992.
2. The Partnership was registered with the Florida Department of State and authorized to transact business in the State of Florida on or about September 25, 1995.
3. The assets of the Partnership have been sold or otherwise disposed of, the affairs of the partnership have been completely wound up and the Partnership is in the process of being dissolved as an Illinois limited partnership.
4. There is no further purpose to be served by the registration of the Partnership as a foreign partnership authorized to transact business in Florida.
5. The registration of the Partnership in the State of Florida is, therefor, hereby canceled effective September 30, 1997.

IN WITNESS WHEREOF this Certificate has been executed by the undersigned general partner of the Partnership thereunto duly authorized as of this 19th day of September, 1997.

AMBERJACK, LTD., an Arizona corporation doing business in Florida as Florida Jack, Inc., as General Partner of Pompano Jack, Ltd., an Illinois limited partnership

By: 

Name: LARRY ROTTUNDO

Title: ASST. SECRETARY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 30 PM 2:56

STATE OF ILLINOIS
COUNTY OF McLEAN

The foregoing instrument was acknowledged before me this ^{19th} ~~20th~~ day of September, 1997 by Larry Rollins, as Assistant Secretary of AmberJack, Ltd., an Arizona corporation, doing business in Florida as Florida Jack, Inc., in its capacity as General Partner of Pompano Jack, Ltd., an Illinois limited partnership, on behalf of said limited partnership. He/~~She~~ is ☒ personally known to me or ☐ has produced _____ as identification.

Lori Collier
Name: _____
Notary Public
Commission No. _____
My Commission Expires: _____
(NOTARIAL SEAL)



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 30 PM 2:56