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August 2, 2001

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*District of Columbia
and Oklahoma
*Maryland
*Nebraska
**New Mexico and Oklahoma
**South Carolina and Oklahoma

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

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*****52.50 *****52.50

Re: Certificate of Cancellation of Intervest-One Ocean Plaza Limited Partnership, an Oklahoma limited partnership

Dear Department of State:

B96-234

Enclosed please find the following:

1. A Certificate of Cancellation of a Foreign Limited Partnership of Intervest-One Ocean Plaza Limited Partnership, an Oklahoma limited partnership; and
2. A check in the amount of \$52.50 representing the filing fee.

Please file the original Certificate of Cancellation and return a file stamped copy to me at the above address.

Should you have any questions or concerns, please feel free to contact me.

Very truly yours,



Stephen E. Hale
FOR THE FIRM

SEH:cjn
Enclosure

FILED
01 AUG -6 AM 9:29
TALLAHASSEE FLORIDA

3p

This instrument prepared by:
G. Donald Haslam, Jr., Esq.
Riggs, Abney et al
502 W. Sixth Street
Tulsa, OK 74119
(918) 587-3161

FILED
01 AUG -6 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CANCELLATION of FOREIGN LIMITED PARTNERSHIP

**of INTERVEST-ONE OCEAN PLAZA LIMITED PARTNERSHIP, an Oklahoma limited
partnership**

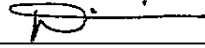
I.P., Ltd, a Nevada corporation (the "General Partner"), as sole general partner of INTERVEST-ONE OCEAN PLAZA LIMITED PARTNERSHIP, an Oklahoma limited partnership (the "Partnership"), hereby cancels the Florida registration of the Partnership, pursuant to Title 36 Section 620.174 of Florida Statutes, and sets forth the following matters as true:

1. The name of the limited partnership is INTERVEST-ONE OCEAN PLAZA LIMITED PARTNERSHIP;
2. The date of filing of the Partnership's certificate of domestic partnership in the State of Oklahoma was May 30, 1996;
3. The reason for filing this certificate of cancellation is the General Partner has, according to the terms and provisions of the partnership agreement of the Partnership and Oklahoma law, elected to terminate, dissolve and wind-up the Partnership;
4. The effective date of cancellation is the date of filing of this certificate;
5. General Partner is the sole general partner of the Partnership;
6. The date of registration in the State of Florida of the Partnership as a foreign limited partnership was June 19, 1998.

"GENERAL PARTNER"


I.P., Ltd.

A Nevada Corporation

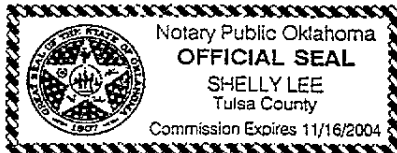
By: 
Dale A. Williams, President

STATE OF OKLAHOMA)
) ss.
COUNTY OF TULSA)

On the 31st day of January, 2001, personally appeared before me, a Notary Public, DALE A. WILLIAMS, personally known (or proved) to me to be the person whose name is subscribed to the foregoing CERTIFICATE OF CANCELLATION of FOREIGN LIMITED PARTNERSHIP of INTERVEST-ONE OCEAN PLAZA LIMITED PARTNERSHIP, an Oklahoma limited partnership, and who acknowledged to me that he executed the foregoing document.


Notary Public

My Commission Expires:



FILED
01 AUG -6 AM 9:29
TALLAHASSEE FLORIDA