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BASS, BERRY & SIMS PLC

A PROFESSIONAL LIMITED LIABILITY COMPANY
ATTORNEYS AT LAW

KNOXVILLE OFFICE
900 SOUTH GAY STREET, SUITE 1700
KNOXVILLE, TN 37902
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MEMPHIS OFFICE
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(901) 543-5900

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(615) 742-6200

MUSIC ROW OFFICE:
29 MUSIC SQUARE EAST
NASHVILLE, TN 37203-4322
(615) 255-6161

October 23, 2003

Florida Department of State
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Cancellation of Mid-America Capital Partners, L.P.

Dear Madam or Sir:

Enclosed please find the following:

1. An original of the Certificate of Cancellation for Mid-America Capital Partners, L.P. (the "Cancellation");
2. A copy of item 1 above and this letter; and
3. Our firm's check in the amount of \$35.00.

I would appreciate it if you could please mark as "filed" the copy of this letter and the copy of the Cancellation that I have enclosed and return it to me in the self-addressed, stamped envelope I have provided for your convenience.

If you have any questions or problems regarding the enclosed filing, please contact me at (901) 543-5952 or via e-mail at dcampbell@bassberry.com. Your assistance with this filing is greatly appreciated.

Sincerely,



Donna Campbell, Paralegal

:dmc

Enclosures


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**CERTIFICATE OF CANCELLATION
FOR**

Mid-America Capital Partners, L.P.

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

Pursuant to the provisions of section 620.174, Florida Statutes, this foreign limited partnership hereby submits this certificate of cancellation in order to cancel its registration with the Florida Department of State.



(Signature of a General Partner)

MAACP, Inc., by Simon R. C. Wadsworth, CFO

(Typed or Printed name of General Partner Signing Above)

STATE OF Tennessee

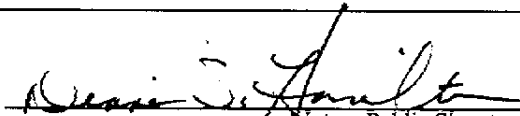
COUNTY OF Shelby

On this 15th day of October, 2003, Simon R. C. Wadsworth
personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

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Notary Public Signature

DIANA S. Hamilton

Notary's Printed Name

Seal

My Commission Expires: 2/14/07