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November 24, 1999

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

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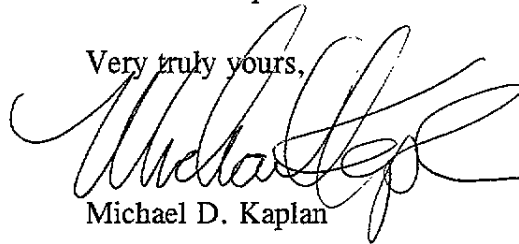
Re: FOM St. Augustine Limited Partnership

Dear Sir:

B98-420

Enclosed we are sending you a Certificate of Cancellation for the above referenced limited partnership, along with a copy of the Dissolution Agreement and our firm's check in the amount of \$52.50. Please return the recorded document to my attention. If there are any problems, please feel free to contact me at the above address or telephone number.

Very truly yours,



Michael D. Kaplan

FILED
99 NOV 30 PM 11: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MDK/lid
Enclosures

mntn
12/1

**CERTIFICATE OF CANCELLATION
FOR
FOM ST. AUGUSTINE LIMITED PARTNERSHIP**

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.

ST. AUGUSTINE OUTLET WORLD, LTD.,
Liquidating Partner

By: WELP St. Augustine Outlet, L.C.,
its General Partner


By: WELP St. Augustine Corporation

By: 
Lothar Estein, President

STATE OF FLORIDA
COUNTY OF ORANGE

Lothar Estein, being duly sworn, deposes and says that he is President of **WELP St. Augustine Corporation**, which is the Manager of **WELP St. Augustine Outlet, L.C.**, General Partner of **ST. AUGUSTINE OUTLET WORLD, LTD.**, described in and who executed the foregoing certificate, that he has read the same and knows the contents thereof, and that the statement contained therein are true.

Sworn to before me this 15 day of November, 1999.


Notary Public

My Commission Expires:

11/14/2000



DENISE O. PURINTON
My Comm Exp. 11/14/2000
Bonded By Service Iris
No. CC601604
 Personally Known Other I.D.

FILED
99 NOV 30 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA