

A00000000633
*Law Offices
Gary, Dytrych & Ryan*

PROFESSIONAL ASSOCIATION

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JAMES H. RYAN
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1925 - 1996

701 U.S. HIGHWAY ONE, SUITE 402
NORTH PALM BEACH, FLORIDA 33408
TELEPHONE (561)-844-3700
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MJH

FEDERAL EXPRESSED

December 1, 2000

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

100003485231--8
-12/04/00--01121--005
*****52.50 *****52.50

RE: Boston Affiliates Ltd.
Ref. Number A00000000633'

Dear Sirs:

Enclosed please find the Certificate of Amendment to Certificate of Limited Partnership of Boston Affiliates, Ltd. along with the correspondence from your office dated October 24, 2000 and November 21, 2000.

Additionally enclosed is our check in the amount of \$52.50 payable to Department of State for filing fee.

After the filing of same, please return a stamped copy to this office in the enclosed self addressed envelope.

If you should have any questions, please contact the undersigned.

Very truly yours,

GARY, DYTRYCH & RYAN, P.A.



Judy Thacker
Real Estate Paralegal

/j/enclosures/G:\docs\Judy\78081\trstate

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -6 AM 8:29



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 24, 2000

PAULA S. MACRI
GARY, DYTRYCH & RYAN
701 U.S. HIGHWAY ONE, SUITE 402
NORTH PALM BEACH, FL 33408

SUBJECT: BOSTON AFFILIATES, LTD.
Ref. Number: A00000000633

We have received your document for BOSTON AFFILIATES, LTD. and your check(s) totaling \$52.50. However, the document has not been filed and is being retained in this office for the following:

An amendment must be filed to remove RONALD STONE and MARY STONE as General partners and to appoint BOSTON HOMES, INC. as sole General Partner before this amendment can be filed. The filing fee is \$52.50 and the forms are attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 900A00055585



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 21, 2000

JUDY THACKER
GARY, DYTRYCH & RYAN
701 U.S. HIGHWAY ONE, SUITE 402
NORTH PALM BEACH, FL 33408

SUBJECT: BOSTON AFFILIATES, LTD.
Ref. Number: A00000000633

We have received your document for BOSTON AFFILIATES, LTD., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$52.50.

The fee to file this amendment is \$52.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 600A00059656

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

BOSTON AFFILIATES, LTD.

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

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on April 13, 2000, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

Ronald Stone and Mary Stone are removed as General Partners and Boston Homes, Inc. shall be the new General Partner.

1970000 40664

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:

Set forth on attached Composit Exhibit "A"

Signature(s) of new general partner(s), if applicable:

BOSTON HOMES, INC.

By: Martin Atkins

MARTIN ATKINS, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -6 AM 8:30

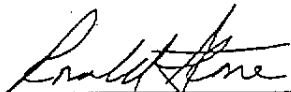
NOTICE OF WITHDRAWAL
OF
GENERAL PARTNERS
OF

BOSTON AFFILIATES, LTD.

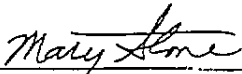
TO: All of the Partners of BOSTON AFFILIATES, LTD.
11220 U.S. Highway One, Ste. B
North Palm Beach, Florida 33408

YOU ARE HEREBY NOTIFIED that the undersigned RONALD STONE and MARY STONE hereby withdraw as General Partners of Boston Affiliates, Ltd.

DATED this 7 day of April, 2000.



Ronald Stone



Mary Stone

NOTICE OF ACCEPTANCE OF WITHDRAWAL
OF
GENERAL PARTNERS
AND
DESIGNATION OF NEW GENERAL PARTNER
OF

BOSTON AFFILIATES, LTD.

THIS INSTRUMENT is made this 7 day of April, 2000 by and between RONALD STONE, MARY STONE and MARTY ATKINS (collectively as the "Limited Partners") of Boston Affiliates, Ltd., a Florida limited partnership (the "Partnership"). The Limited Partners agree and acknowledge as follows:

1. The Limited Partners as the sole remaining partners of the Partnership hereby accept the withdrawal of RONALD STONE and MARY STONE as General Partners of the Partnership.
2. In accordance with Section 7.7.5 of the Agreement of Limited Partnership for the Partnership, the Limited Partners hereby designate Boston Homes, Inc. to be the new sole General Partner of the Partnership to continue the business and affairs of the Partnership. The new General Partner is hereby authorized and directed to record an amendment to the Certificate of Limited Partnership to evidence the designation of the new General Partner.

IN WITNESS WHEREOF, the parties have executed this instrument as of the date and year first above written.

WITNESS:

Mary C. Austin
Print: MARY C. AUSTIN

Jerry F. Stone
Print: JERRY F. STONE

Mary C. Austin
Print: MARY C. AUSTIN

Dann N. Roy
Print: Dann N. Roy

Print: _____

Print: _____

Ronald Stone
Ronald Stone

Date: 4-7-00

Mary Stone
Mary Stone

Date: 4-7-00

Marty Atkins
Marty Atkins

Date: _____

ACKNOWLEDGMENT
OF

BOSTON HOMES, INC.

BOSTON HOMES, INC. hereby accepts the designation of General Partner of the Partnership as described above and agrees to perform its role as General Partner in accordance with the Agreement of Limited Partnership.

BOSTON HOMES, INC.
a Florida corporation


By: 
Name: MARTIN ADAMS
Title: PRES.
Date: 4, 10, 2002

EXHIBIT B