



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: A0000000633

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.**

Now come the undersigned and file the within Certificate of Amendment of Limited Partnership of BOSTON AFFILIATES, LTD to that Certain Affidavit and Certificate of Limited Partnership dated April 5, 2000, and bearing Secretary of State filing date April 13, 2000.

Partners/ Interests in the Partnership:

The partners of the partnership, their business addresses and their interests in the partnership are as follows:

<u>P95000002833</u> Name and Address	Interest
Grenadier Associates Ltd., Inc., a Delaware Corporation 14155 U.S. One, Suite 310 Juno Beach, FL 33408	Sole General Partner
MAKA of Turtleland, LLC., a Florida Limited Liability Company 14155 U.S. One, Suite 310 Juno Beach, FL 33408	100% of all Limited Partnership Interests

Address of the Partnership:

The new address of the Partnership shall be:
C/O Grenadier Associates Ltd, Inc.
14155 U.S. One, Suite 310
Juno Beach, FL 33408

Address of Registered Agent:

The new Registered Agent shall be Gregory C. Picken, Esq.

The new address for the Registered Agent shall be as follows:

C/O Gary, Dytrych & Ryan, P.A.
Suite 402, 701 U.S. One
North Palm Beach, Florida 33408

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

Withdrawal of General Partner:

Boston Homes, Inc. became the General Partner of the Partnership by virtue of Withdrawal and Designation attached hereto as Composite Exhibit A. Boston Homes, Inc. accepted the designation as General Partner, as reflected in Exhibit B, attached hereto. By execution hereof, Boston Homes, Inc. herewith withdraws as General Partner of the Partnership.

Assignment of Limited Partnership Interests:

The assignment of Limited Partnership Interests to Martin Atkins, or his assigns, by Ronald Stone is attached hereto as Exhibit C. The assignment of Limited Partnership Interests to Martin Atkins, or his assigns, by Mary Stone is attached hereto as Exhibit D. The assignment of all limited partnership interests to MAKAA of Turtleland, LLC, a Florida Limited Liability Company by Martin Atkins, for and on behalf of Boston Homes, Inc., is attached hereto as Exhibit E.

Designation of General Partner:

The Limited Partner, MAKAA of Turtleland, LLC, a Florida Limited Liability Company, by execution hereof, and in accordance with Section 7.7.5 of the Agreement of Limited Partnership, hereby designates Grenadier Associates Ltd., Inc., a Delaware Corporation, as sole General Partner of the partnership.

Assignment of General Partnership Interests:

The assignment of all general partnership interests to Grenadier Associates Ltd., Inc. by Boston Homes, Inc., is attached hereto as Exhibit F.

Other Changes:

Except as set forth herein, there are no other changes to the partnership.

IN WITNESS WHEREOF THIS AMENDMENT IS MADE AND EXECUTED AS OF THIS 17th DAY OF OCTOBER, 2000, TO BE EFFECTIVE UPON FILING BY THE DEPARTMENT OF STATE'S OFFICE.

Grenadier Associates Ltd., Inc., a
Delaware Corporation, as successor
General Partner

BY: John R. Purcell
John R. Purcell, President

Boston Homes, Inc., a Florida
Corporation, as withdrawing General
Partner

BY: Martin Atkins
Martin Atkins, President

DESIGNATION OF GENERAL PARTNER

The undersigned, being all of the limited partners of Boston Affiliates, Ltd., herewith designate Grenadier Associates Ltd., Inc., a Delaware Corporation, as General Partner of Boston Affiliates, Ltd., effective upon filing with the Department of State.

MAKA of Turtleland, LLC., a Florida Limited Liability Company
John R. Purcell
John R. Purcell: Manager

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT:

Now comes Gregory C. Picken, Esq., and accepts the designation as Registered Agent for Service of Process of Boston Affiliates, Ltd.

Gregory C. Picken

Gregory C. Picken

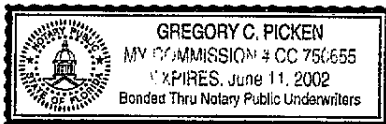
STATE OF FLORIDA]
COUNTY OF PALM BEACH]

The foregoing instrument sworn to and subscribed before me this ___ day of October, 2000 by John R. Purcell, as President of Grenadier Associates Ltd., Inc., a Delaware Company, who is personally known to me ~~or who produced Florida Driver's license~~ _____ as identification, who did take an oath.

My commission expires:
[SEAL]

NOTARY PUBLIC
Printed name of Notary: _____

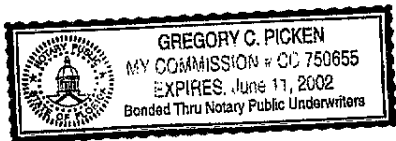
STATE OF FLORIDA]
COUNTY OF PALM BEACH]



The foregoing instrument sworn to and subscribed before me this ___ day of October, 2000 by John R. Purcell, as Manager of MAKA of Turtleland, LLC, a Florida Limited Liability Company, who is personally known to me ~~or who produced Florida Driver's license~~ _____ as identification, who did take an oath.

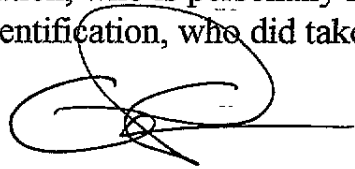
My commission expires:
[SEAL]

NOTARY PUBLIC
Printed name of Notary: _____



STATE OF FLORIDA] —
COUNTY OF PALM BEACH] —

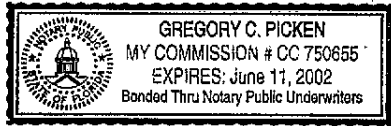
The foregoing instrument was sworn to and subscribed before me this __ day of October, 2000 by Martin Atkins, individually and as President of Boston Homes, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me ~~or who produced~~ _____ as identification, who did take an oath.



My commission expires:
[SEAL]

NOTARY PUBLIC

Printed name of Notary: _____



RELEASE AND TRANSFER

KNOW ALL MEN BY THESE PRESENTS:

That I Ronald Stone, first party, for and in consideration of the sum of One Hundred and Fifty Thousand Dollars (\$150,000.00), received from or on behalf of Martin Atkins, second party, the receipt whereof is hereby acknowledged, hereby releases any and all claims, rights, title and interests that he may have in or against that certain Florida Limited Partnership known as Boston Affiliates, Ltd. The foregoing shall be deemed to include, but not be limited to, all rights as general or limited partner, creditor, and any rights to return of capital contributions, distributions, profits or other sums from the partnership. And further provided that all such rights are herewith transferred to Martin Atkins or assigns.

IN WITNESS WHEREOF, I have set my hand and seal this 5th day of October, 2000.

Signed, sealed and delivered in the presence of:

Angela N. Fulcher

Signature

Angela N. Fulcher

Printed Name

Denise Caldwell

Signature

Denise Caldwell

Printed Name

Ronald Stone

Ronald Stone

L.S.

STATE OF N.C.]
COUNTY OF Carteret]

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared: Ronald Stone, known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that he/she executed the same, [that he/she is personally known to me] or [who produced as identification in the form of: FDL 8350-3716-416 2990] and that an oath [was] [was not] taken.

WITNESS my hand and official seal in the County and State aforesaid this 5th day of October, 2000.

Marni Kelly Holt
NOTARY PUBLIC

[Notary Seal]

EXHIBIT C

RELEASE AND TRANSFER

KNOW ALL MEN BY THESE PRESENTS:

That I Mary Stone, first party, for and in consideration of the sum of One Hundred and Fifty Thousand Dollars (\$150,000.00), received from or on behalf of Martin Atkins, second party, the receipt whereof is hereby acknowledged, hereby releases any and all claims, rights, title and interests that he may have in or against that certain Florida Limited Partnership known as Boston Affiliates, Ltd. The foregoing shall be deemed to include, but not be limited to, all rights as general or limited partner, creditor, and any rights to return of capital contributions, distributions, profits or other sums from the partnership. And further provided that all such rights are herewith transferred to Martin Atkins or assigns.

IN WITNESS WHEREOF, I have set my hand and seal this 5th day of October, 2000.

Signed, sealed and delivered in the presence of:

Angela H. Fulcher
Signature

Angela H. Fulcher
Printed Name

Denise Caddell
Signature

Denise Caddell
Printed Name

Mary Stone
Mary Stone

L.S.

STATE OF N.C.]
COUNTY OF Carteret]

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared: Mary Stone, known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that he/she executed the same, [that he/she is personally known to me] or [who produced as identification in the form of: FLDL # 8350-599-54-788] and that an oath [was] [was not] taken.

WITNESS my hand and official seal in the County and State aforesaid this 5th day of October, 2000.

Marnie Kelly Holt
NOTARY PUBLIC

[Notary Seal]

EXHIBIT D

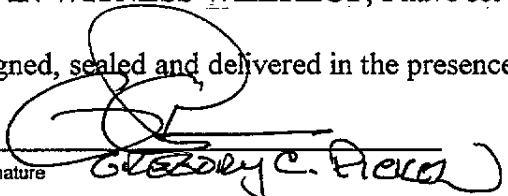
RELEASE AND TRANSFER

KNOW ALL MEN BY THESE PRESENTS:

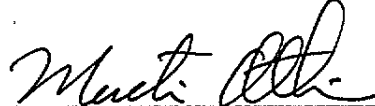
That I Martin Atkins, first party, acting for and on behalf of Boston Homes, Inc, a Florida corporation, for and in consideration of the sum of Ten Dollars (\$10.00), received from or on behalf of John R. Purcell, second party, the receipt whereof is hereby acknowledged, hereby transfers all of his interest as Limited Partner in Boston Affiliates, Ltd., a Florida Limited Partnership, to MAKA of Turtleland, LLC, a Florida Limited Liability Company, and further releases any and all claims, rights, title and interests that he may have in or against said partnership.

IN WITNESS WHEREOF, I have set my hand and seal this 17th day of October, 2000.

Signed, sealed and delivered in the presence of:



Signature

 L.S.

Martin Atkins

Printed Name
Venerina R. Boratko

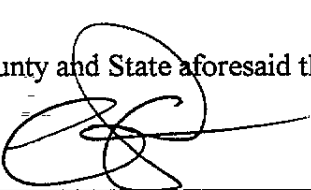
Signature
Venerina R. Boratko

Printed Name

STATE OF FLORIDA]
COUNTY OF PALM BEACH]

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared: Martin Atkins, known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that he is personally known to me and that an oath was taken.

WITNESS my hand and official seal in the County and State aforesaid this 17th day of October, 2000.



NOTARY PUBLIC

[Notary Seal]

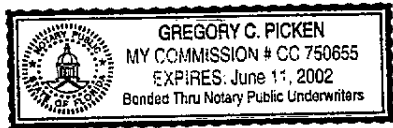


EXHIBIT E

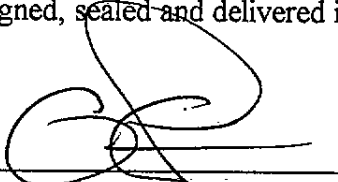
RELEASE AND TRANSFER

KNOW ALL MEN BY THESE PRESENTS:

That BOSTON HOMES, INC., a Florida Corporation, first party, for and in consideration of the sum of Ten Dollars (\$10.00), received from or on behalf of John R. Purcell, second party, the receipt whereof is hereby acknowledged, hereby transfers all of its interest as General Partner in Boston Affiliates, Ltd., a Florida Limited Partnership, to Grenadier Associates Ltd., Inc., a Delaware Corporation, and further releases any and all claims, rights, title and interests that Boston Homes, Inc. may have in or against said partnership.

IN WITNESS WHEREOF, I have set my hand and seal this 17th day of October, 2000.

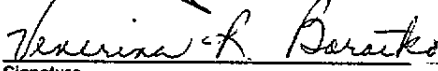
Signed, sealed and delivered in the presence of:



Signature

GREGORY C. PICKEN

Printed Name

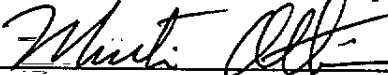


Signature

Venerina R. Boratko

Printed Name

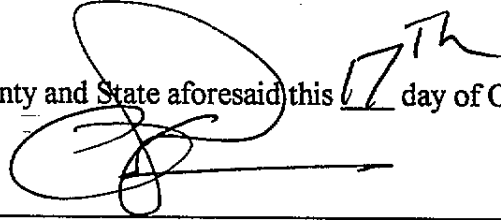
Boston Homes, Inc., a Florida Corporation

BY:  L.S.
Martin Atkins, President

STATE OF FLORIDA |
COUNTY OF PALM BEACH |

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared: Martin Atkins, as President of Boston Homes, Inc., a Florida corporation, known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that he executed the same on behalf of the corporation, and that he is personally known to me and that an oath was taken.

WITNESS my hand and official seal in the County and State aforesaid this 17th day of October, 2000.



NOTARY PUBLIC

[Notary Seal]

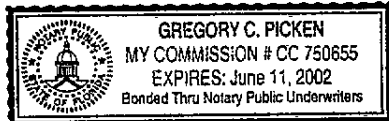


EXHIBIT F