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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED PARTNERSHIP AMENDMENT**ARAPAHOE CROSSING LIMITED FAMILY LIMITED PARTNERSHIP**

Certificate of Status	0
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FIRST AMENDMENT

TO THE

ARAPAHOE CROSSINGS LIMITED FAMILY LIMITED PARTNERSHIP

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

WHEREAS, an agreement of limited partnership was entered into on October 18, 2002 (the "Agreement") by and among Arapahoe Crossings, Inc., a Florida Corporation, as General Partner (the "General Partner"), and each other person who is admitted to the Partnership and;

WHEREAS, under the terms of Section 16 of the Agreement the General Partner reserved the right to amend the Agreement;

NOW, THEREFORE, said Agreement shall be and hereby is amended, as follows:

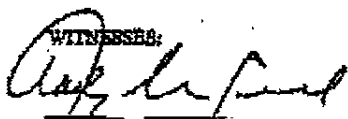
ITEM I

Paragraph 2 of said Agreement shall be and hereby is amended and restated in its entirety, as follows:

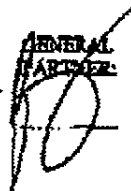
2. Name. The name of the Partnership shall be the Arapahoe Crossings Limited Partnership. The General Partner may, in its sole discretion, change the name of the Partnership or adopt such trade or fictitious names as it may deem appropriate.

ITEM II

Except as otherwise provided, above, said Agreement shall be and hereby is ratified and confirmed in all respects.

WITNESSES:


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GENERAL
PARTNER:


LAW OFFICES JONATHAN H. GREEN & ASSOCIATES, P.A.

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IN WITNESS WHEREOF, the General Partner has executed this First Amendment, this

24th day of October 2002.

ARAPAHOE CROSSINGS, INC., a Florida
Corporation, General Partner

By:

ROY LUSTIG, ESQ.
Executive Vice-President

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

ss:

COUNTY OF MIAMI-DADE

We, ROY LUSTIG, Alvin E. Green and Julie S. Szymanski

the Executive Vice-President of the general partner and the witnesses, respectively, whose names are signed to the attached or foregoing instrument, having been sworn, declared to the undersigned officer that the grantor, in the presence of the witnesses, signed the instrument as the First Amendment to the general partner's said Agreement, that the general partner signed, and that each of the witnesses, in the presence the general partner and in the presence of each other, signed the Agreement as a witness.

GENERAL PARTNER

WITNESS

WITNESS

WITNESSES:

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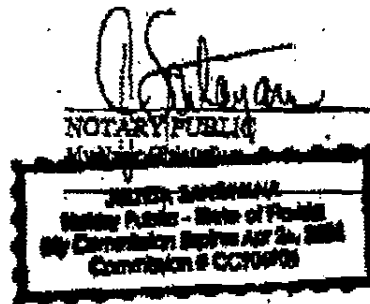
GENERAL
PARTNER

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LIMITED PARTNERSHIP

Subscribed and sworn to before me by ROY LUSTIG, the Executive Vice-President of
the general partner, who (a)___ is personally known to me or (b)___ has produced
as identification, and by _____
a witness, who (a)___ is personally known to me or (b)___ has produced
as identification, and by _____
a witness, who (a)___ is personally known to me or (b)___ has produced
as identification, all on this _____ day of _____
2002.

My Commission Expires:



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WITNESSES:

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GENERAL
PARTNER