

A940000000053

THE LAW FIRM OF

GILLESPIE & ALLISON, P.A.

SUITE 300
1515 SOUTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

TELEPHONE (561) 368-5758
TELECOPIER (561) 395-0917

R. BOWEN GILLESPIE, III
DONALD M. ALLISON*
TODD C. DROSKY†

*Also Admitted in Arizona & California
†Also Admitted in Colorado & the
District of Columbia

MJH

OF COUNSEL
GARY L. BLUM♦

♦ Admitted in New York
Not Admitted in Florida

April 26, 2002

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

complete attached form to Amend UP

00789-00524-00671

RE: Amendment to Cypress Commerce Ltd.
Document No. A94000000053

600005367416--8
-04/29/02--01052--013
***105.00 ***105.00

Dear Sir:

Enclosed please find two (2) amendments that I would request that you file for the Cypress Commerce Ltd. partnership. I also enclose a check in the amount of \$105.00 representing the filing fee for this purpose. I would appreciate your date stamping the copies of the amendments which are also enclosed and returning them to these offices in the enclosed postage-paid envelope.

Thank your for your anticipated cooperation in this regard.

Sincerely yours,



R. Bowen Gillespie, III

RBG:/kjh

kell\cypress\correspo\DeptState1

FILED
02 MAY 15 PM 4:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 7, 2002

R. BOWEN GILLESPIE, III
GILLESPIE & ALLISON, P.A.
1515 SOUTH FEDERAL HIGHWAY, SUITE 300
BOCA RATON, FL 33432

SUBJECT: CYPRESS COMMERCE, LTD.
Ref. Number: A94000000053

We have received your document for CYPRESS COMMERCE, LTD. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must complete the attached form to amend the Certificate of Limited Partnership.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 402A00028605

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

Cypress Commerce Ltd.

Document number of limited partnership is A94000000053

(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 January 7, 1994, adopts the following certificate of amendment to its certificate of limited partnership.

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

Exhibit "A" to the subject Limited Partnership Agreement is amended to reflect the transfer of a limited partnership interest.

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:



Irevia Holdings, Inc.

By: R. Bowen Gillespie, President

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

FILED
02 MAY 15 PM 4:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CYPRESS COMMERCE, LTD.

AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT

THIS AMENDMENT made this 3rd day of November, 1999, modifies and supplements that certain Limited Partnership Agreement of CYPRESS COMMERCE, LTD. (hereinafter the "Agreement") dated January 6, 1994, between IREVIN HOLDINGS, INC., a Florida corporation, General Partner, and R. BOWEN GILLESPIE, Trustee, Limited Partner.

WITNESSETH:

WHEREAS, the General Partner desires to amend the Agreement to provide for the transfer of limited partnership interest in Cypress Commerce Ltd. (hereinafter the "Partnership"); and

WHEREAS, LIBERTY LIGHTING COMPANY PENSION FUND FOR I.B.E.W., Post Office Box 1, Liberty Corner, New Jersey 07938, has acquired all of the limited partnership share of Irene Muratore in of the Partnership;

NOW THEREFORE, in consideration of the mutual promises and covenants made herein, the adequacy and the sufficiency of which is duly acknowledged, the parties agree as follows:

1. Transfer of Limited Partnership Interest. The limited partnership interest of Irene Muratore which represents a twenty-two percent interest in the Partnership has been acquired and transferred to Liberty Lighting Company Pension Fund for I.B.E.W. The parties hereto wish to amend the Agreement to reflect the change in the ownership of the subject limited partnership share.

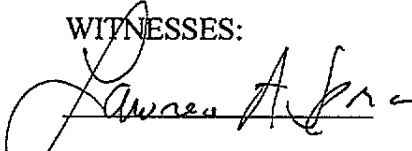
2. Interest Of Limited Partners Governed By Agreement. Liberty Lighting Company Pension Fund for I.B.E.W. agrees to be bound by the terms and conditions of the Agreement and acknowledges that its interest as a limited partner in the Partnership is governed by the provisions of the Agreement. Furthermore, Liberty Lighting Company Pension Fund for I.B.E.W. acknowledges receipt of a true copy of the Agreement.

3 In all other respects, the parties ratify and confirm the Agreement, as amended, and agree that in the event of a conflict between the terms of the Agreement and the terms of this Amendment, the terms of the Agreement shall control and be binding upon the parties.

4. The General Partner, IREVIN Holdings, Inc. hereby expressly consents to this Amendment.

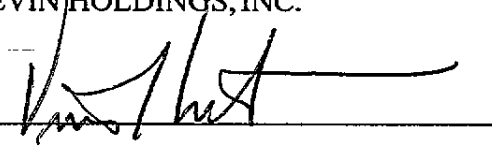
IN WITNESS WHEREOF, the parties hereto have caused this Amendment to Limited Partnership Agreement to be executed as of the date first above written.

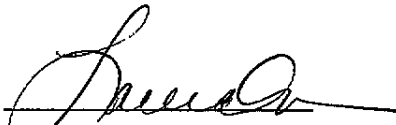
WITNESSES:



Lawrence Spera

GENERAL PARTNER:
IREVIN HOLDINGS, INC.

By: 



Kendra Busby

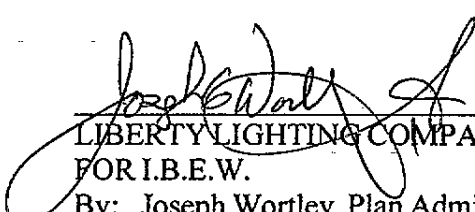
LIMITED PARTNERS:



Irene Muratore, Transferring Limited Partner



M. Keller



LIBERTY LIGHTING COMPANY PENSION FUND
FOR I.B.E.W.

By: Joseph Wortley, Plan Administrator

CYPRESS COMMERCE, LTD.

AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT

THIS AMENDMENT made this 3rd day of November, 1999, modifies and supplements that certain Limited Partnership Agreement of CYPRESS COMMERCE, LTD. (hereinafter the "Agreement") dated January 6, 1994, between IREVIN HOLDINGS, INC., a Florida corporation, General Partner, and R. BOWEN GILLESPIE, Trustee, Limited Partner.

WITNESSETH:

WHEREAS, the General Partner desires to amend the Agreement to provide for the transfer of limited partnership interest in Cypress Commerce Ltd. (hereinafter the "Partnership"); and

WHEREAS, LIBERTY LIGHTING COMPANY PENSION FUND FOR I.B.E.W., Post Office Box 1, Liberty Corner, New Jersey 07938, has acquired all of the limited partnership share of Vincent L. Muratore in of the Partnership;

NOW THEREFORE, in consideration of the mutual promises and covenants made herein, the adequacy and the sufficiency of which is duly acknowledged, the parties agree as follows:

1. Transfer of Limited Partnership Interest. The limited partnership interest of Vincent L. Muratore which represents a twenty-two percent interest in the Partnership has been acquired and transferred to Liberty Lighting Company Pension Fund for I.B.E.W. The parties hereto wish to amend the Agreement to reflect the change in the ownership of the subject limited partnership share.

2. Interest Of Limited Partners Governed By Agreement. Liberty Lighting Company Pension Fund for I.B.E.W. agrees to be bound by the terms and conditions of the Agreement and acknowledges that its interest as a limited partner in the Partnership is governed by the provisions of the Agreement. Furthermore, Liberty Lighting Company Pension Fund for I.B.E.W. acknowledges receipt of a true copy of the Agreement.

3 In all other respects, the parties ratify and confirm the Agreement, as amended, and agree that in the event of a conflict between the terms of the Agreement and the terms of this Amendment, the terms of the Agreement shall control and be binding upon the parties.

4. The General Partner, IREVIN Holdings, Inc. hereby expressly consents to this Amendment.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to Limited Partnership Agreement to be executed as of the date first above written.

WITNESSES:

Lawrence S. Sina
Lawrence Sina

GENERAL PARTNER:
IREVIN HOLDINGS, INC.

By: Vincent L. Muratore

Kendra Busby
Kendra Busby

LIMITED PARTNERS:

Vincent L. Muratore
Vincent L. Muratore, Transferring Limited Partner

M. Kelle
M. Kelle

Joseph Wortley
LIBERTY LIGHTING COMPANY PENSION FUND
FOR I.B.E.W.

By: Joseph Wortley, Plan Administrator