

A 94000000053

THE LAW FIRM OF

GILLESPIE & ALLISON, P.A.

SUITE 300
1515 SOUTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

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

TELEPHONE (561) 368-5758
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*Also Admitted in Arizona & California
†Also Admitted in Colorado & the
District of Columbia

June 7, 2002

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

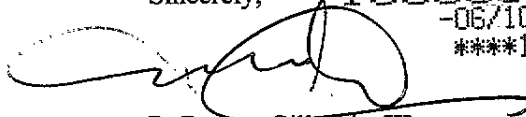
RE: Amendment to Limited Partnership/Cypress Commerce Limited

Dear Sir or Madam:

Enclosed please find a proposed Amendment to the Limited Partnership Agreement filed under document no. A94000000053. I enclose herewith a check in the amount of \$105.00 representing the fee to file the amendment together with cost of a certified copy of the amendment. I would appreciate you returning the certified copies of the amendment to my attention in the enclosed prepaid Federal Express envelope.

Thank you for your anticipated cooperation in this regard. Should you have any further questions or comments, please do not hesitate to contact me.

Sincerely,



R. Bowen Gillespie, III

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DIVISION OF CORPORATIONS

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**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)

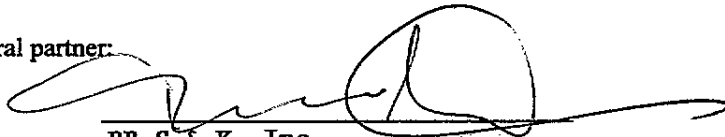
Exhibit "A" to the subject Limited Partnership Agreement is amended to reflect the transfer of a limited partnership interest.

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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:



BB-S & K, Inc.

By: R. Bowen Gillespie, President

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

CYPRESS COMMERCE, LTD.

AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT

THIS AMENDMENT made this 9th day of April, 2002, 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 the Limited Partners of record.

WITNESSETH:

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

WHEREAS, R. Bowen Gillespie, as Trustee, has acquired all of the limited partnership shares of the Herbert Holtzman in 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 Herbert Holtzman which represents a nine percent interest in the Partnership has been acquired and transferred to R. Bowen Gillespie, as Trustee. The parties hereto wish to amend the Agreement to reflect the change in the ownership of the subject limited partnership shares.

2. Interest Of Limited Partners Governed By Agreement. R. Bowen Gillespie, as Trustee agrees to be bound by the terms and conditions of the Agreement and acknowledges that his interest as a limited partner in the Partnership is governed by the provisions of the Agreement. Furthermore, R. Bowen Gillespie, as Trustee acknowledges receipt of a true copy of the Agreement.

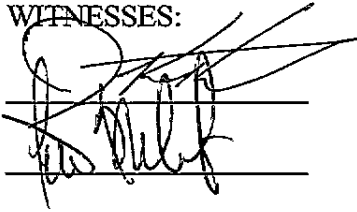
3 In all other respects, the parties ratify and confirm the Agreement, as amended, and agree that in the event of a conflict between the terms of the Agreement and the terms of this Amendment, the terms of the Agreement shall control and be binding upon the parties.

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

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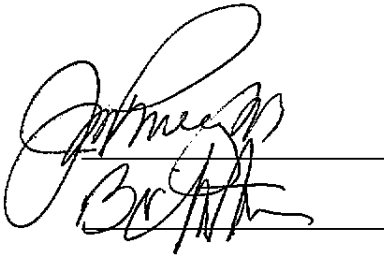
IN WITNESS WHEREOF, the parties hereto have caused this Amendment to Limited Partnership Agreement to be executed as of the date first above written.

WITNESSES:

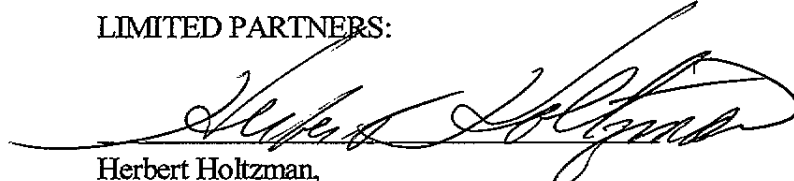


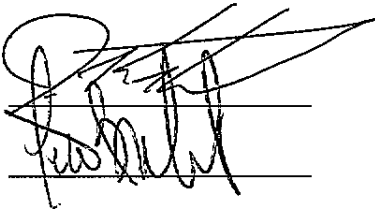
GENERAL PARTNER:
IREVIN HOLDINGS, INC.

By: 
R. BOWEN GILLESPIE, PRESIDENT



LIMITED PARTNERS:


Herbert Holtzman,
Transferring Limited Partner




R. Bowen Gillespie, as Trustee
Successor Limited Partner

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CYPRESS COMMERCE, LTD.

AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT

THIS AMENDMENT made this 14 day of April, 2002, 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 the Limited Partners of record.

WITNESSETH:

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

WHEREAS, R. Bowen Gillespie, as Trustee, has acquired all of the limited partnership shares of the Theresa Holtzman in 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 Theresa Holtzman which represents a one percent interest in the Partnership has been acquired and transferred to R. Bowen Gillespie, as Trustee. The parties hereto wish to amend the Agreement to reflect the change in the ownership of the subject limited partnership shares.

2. Interest Of Limited Partners Governed By Agreement. R. Bowen Gillespie, as Trustee agrees to be bound by the terms and conditions of the Agreement and acknowledges that his interest as a limited partner in the Partnership is governed by the provisions of the Agreement. Furthermore, R. Bowen Gillespie, as Trustee acknowledges receipt of a true copy of the Agreement.

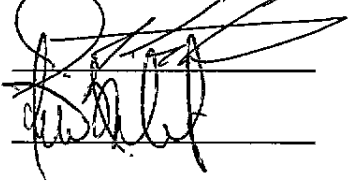
3 In all other respects, the parties ratify and confirm the Agreement, as amended, and agree that in the event of a conflict between the terms of the Agreement and the terms of this Amendment, the terms of the Agreement shall control and be binding upon the parties.

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

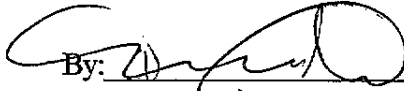
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IN WITNESS WHEREOF, the parties hereto have caused this Amendment to Limited Partnership Agreement to be executed as of the date first above written.

WITNESSES:

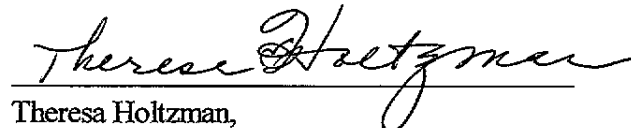


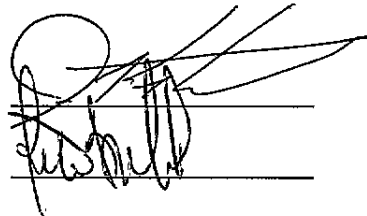
GENERAL PARTNER:
IREVIN HOLDINGS, INC.

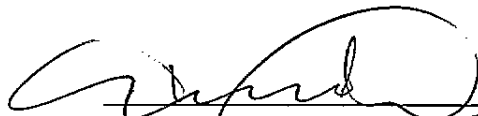
By: 
R. Bowen Gillespie, President


Rhoda Rebhun

LIMITED PARTNERS:


Theresa Holtzman,
Transferring Limited Partner




R. Bowen Gillespie, as Trustee
Successor Limited Partner

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DIVISION OF CORPORATIONS
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CYPRESS COMMERCE, LTD.

AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT

THIS AMENDMENT made this 9th day of April, 2002, 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 the Limited Partners of record.

WITNESSETH:

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

WHEREAS, R. Bowen Gillespie, as Trustee, has acquired all of the limited partnership shares of the Carol Pomerantz in 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 Carol Pomerantz which represents a five percent interest in the Partnership has been acquired and transferred to R. Bowen Gillespie, as Trustee. The parties hereto wish to amend the Agreement to reflect the change in the ownership of the subject limited partnership shares.

2. Interest Of Limited Partners Governed By Agreement. R. Bowen Gillespie, as Trustee agrees to be bound by the terms and conditions of the Agreement and acknowledges that his interest as a limited partner in the Partnership is governed by the provisions of the Agreement. Furthermore, R. Bowen Gillespie, as Trustee acknowledges receipt of a true copy of the Agreement.

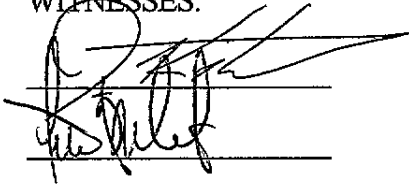
3 In all other respects, the parties ratify and confirm the Agreement, as amended, and agree that in the event of a conflict between the terms of the Agreement and the terms of this Amendment, the terms of the Agreement shall control and be binding upon the parties.

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

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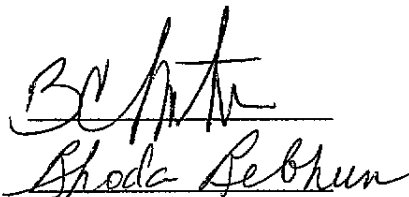
IN WITNESS WHEREOF, the parties hereto have caused this Amendment to Limited Partnership Agreement to be executed as of the date first above written.

WITNESSES:



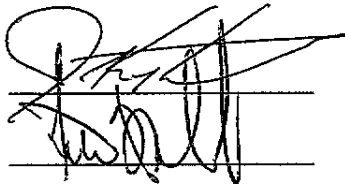
GENERAL PARTNER:
IREVIN HOLDINGS, INC.

By 
R. Bowen Gillespie, President


Rhoda Lebrun

LIMITED PARTNERS:


Carol Pomerantz,
Transferring Limited Partner




R. Bowen Gillespie, as Trustee
Successor Limited Partner

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CYPRESS COMMERCE, LTD.

AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT

THIS AMENDMENT made this 9th day of April, 2002, 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 the Limited Partners of record.

WITNESSETH:

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

WHEREAS, R. Bowen Gillespie, as Trustee, has acquired all of the limited partnership shares of the Joepseh Pomerantz in 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 Joepseh Pomerantz which represents a five percent interest in the Partnership has been acquired and transferred to R. Bowen Gillespie, as Trustee. The parties hereto wish to amend the Agreement to reflect the change in the ownership of the subject limited partnership shares.

2. Interest Of Limited Partners Governed By Agreement. R. Bowen Gillespie, as Trustee agrees to be bound by the terms and conditions of the Agreement and acknowledges that his interest as a limited partner in the Partnership is governed by the provisions of the Agreement. Furthermore, R. Bowen Gillespie, as Trustee acknowledges receipt of a true copy of the Agreement.

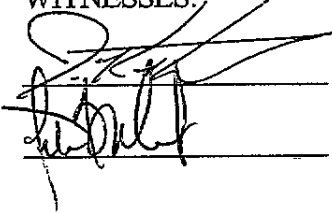
3 In all other respects, the parties ratify and confirm the Agreement, as amended, and agree that in the event of a conflict between the terms of the Agreement and the terms of this Amendment, the terms of the Agreement shall control and be binding upon the parties.

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

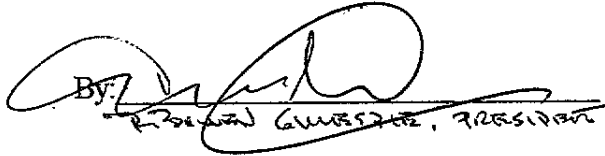
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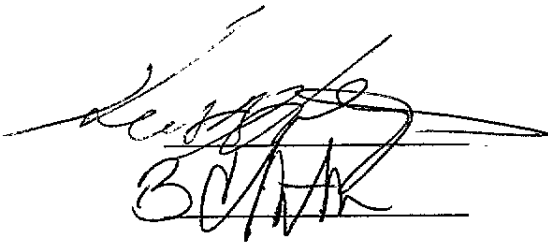
IN WITNESS WHEREOF, the parties hereto have caused this Amendment to Limited Partnership Agreement to be executed as of the date first above written.

WITNESSES:

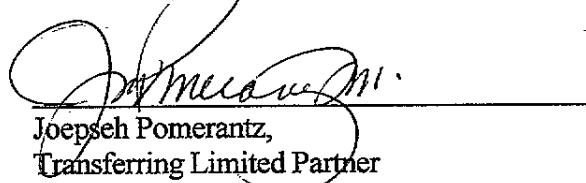


GENERAL PARTNER:
IREVIN HOLDINGS, INC.

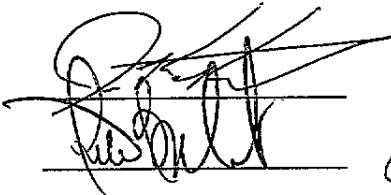
By: 
R. Bowen Gillespie, President



LIMITED PARTNERS:


Joseph Pomerantz,
Transferring Limited Partner

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02 JUN 10 AM 11:14




R. Bowen Gillespie, as Trustee
Successor Limited Partner

CYPRESS COMMERCE, LTD.

AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT

THIS AMENDMENT made this 9 day of April, 2002, 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 the Limited Partners of record.

WITNESSETH:

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

WHEREAS, R. Bowen Gillespie, as Trustee, has acquired all of the limited partnership shares of Liberty Lighting Company Pension Fund For I.B.E.W. Employees in the Partnership;

NOW THEREFORE, in consideration of the mutual promises and covenants made hereon, 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 Liberty Lighting Company Pension Fund For I.B.E.W. employees which represents a forty-nine percent interest in the Partnership has been acquired and transferred to R. Bowen Gillespie, as Trustee. The parties hereto wish to amend the Agreement to reflect the change in the ownership of the subject limited partnership shares.

2. Interest Of Limited Partners Governed By Agreement. R. Bowen Gillespie, as Trustee agrees to be bound by the terms and conditions of the Agreement and acknowledges that his interest as a limited partner in the Partnership is governed by the provisions of the Agreement. Furthermore, R. Bowen Gillespie, as Trustee 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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 11 2002
TALLAHASSEE, FLORIDA

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:

M. Zelle

GENERAL PARTNER:
IREVIN HOLDINGS, INC.

By: [Signature]
R. Bowen Gillespie, President

M. Zelle
Mark Koff

LIMITED PARTNERS:

[Signature] Plan Administrator
Liberty Lighting Company Pension Fund
For I.B.E.W. Employees
By: Joseph Wortley, Plan Administrator

M. Zelle

[Signature]
R. Bowen Gillespie, as Trustee
Successor Limited Partner

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DIVISION OF CORPORATIONS

CYPRESS COMMERCE, LTD.**AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT**

THIS AMENDMENT made this 11th day of April, 2002, 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 the Limited Partners of record.

WITNESSETH:

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

WHEREAS, R. Bowen Gillespie, as Trustee, has acquired all of the limited partnership shares of the Theodore Kassel Trust Dated September 15, 1995 in 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 Theodore Kassel Trust Dated September 15, 1995 which represents a five percent interest in the Partnership has been acquired and transferred to R. Bowen Gillespie, as Trustee. The parties hereto wish to amend the Agreement to reflect the change in the ownership of the subject limited partnership shares.

2. Interest Of Limited Partners Governed By Agreement. R. Bowen Gillespie, as Trustee agrees to be bound by the terms and conditions of the Agreement and acknowledges that his interest as a limited partner in the Partnership is governed by the provisions of the Agreement. Furthermore, R. Bowen Gillespie, as Trustee acknowledges receipt of a true copy of the Agreement.

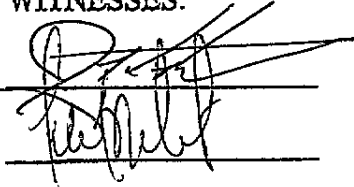
3. In all other respects, the parties ratify and confirm the Agreement, as amended, and agree that in the event of a conflict between the terms of the Agreement and the terms of this Amendment, the terms of the Agreement shall control and be binding upon the parties.

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

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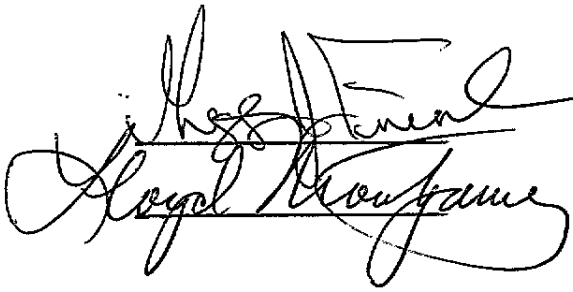
IN WITNESS WHEREOF, the parties hereto have caused this Amendment to Limited Partnership Agreement to be executed as of the date first above written.

WITNESSES:

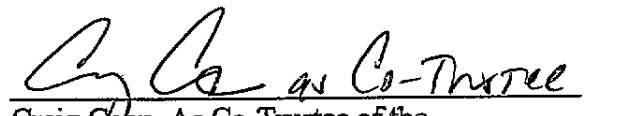


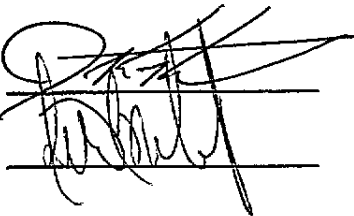
GENERAL PARTNER:
IREVIN HOLDINGS, INC.

By: 
R. Bowen Gillespie
PRESIDENT



LIMITED PARTNERS:


Craig Coan, As Co-Trustee of the
Theodore Kassel Trust Dated September 15, 1995,
Transferring Limited Partner




R. Bowen Gillespie, as Trustee
Successor Limited Partner

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