

A9400000 00053

THE LAW FIRM OF

GILLESPIE & ALLISON, P.A.

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BOCA RATON, FLORIDA 33432

R. BOWEN GILLESPIE, III
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†Also Admitted in Colorado & the
District of Columbia

June 7, 2002

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VIA FEDERAL EXPRESS

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

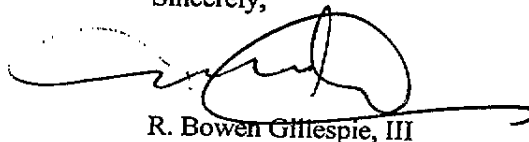
RE: Amendment to Limited Partnership/Cypress Commerce Limited

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

RBG:/kjr
kelli\articles\corespo\secsta56

RECEIVED
AND
FILED
02 SEP 10 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JB
9-11-02

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

Cypress Commerce, Ltd.

Document number of limited partnership is A9400000053

(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 is amended to reflect the transfer of limited partnership interest in the subject partnership.

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: Patricia R. Harris, Vice President

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

02 SEP 10 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

CYPRESS COMMERCE, LTD.

AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT

THIS AMENDMENT made this 28th day of May, 2002, modifies and supplements that certain Limited Partnership Agreement of CYPRESS COMMERCE, LTD. (hereinafter the "Agreement") dated January 6, 1994, between BB-S&K, INC., a Florida corporation, General Partner, and R. BOWEN GILLESPIE, Trustee.

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 wishes to transfer an eight percent interest in Cypress Commerce, Ltd. to the Jack Keith Kidwell (SEP) account;

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. A portion of the limited partnership interest of R. Bowen Gillespie, as Trustee representing an eight percent interest in the Partnership has been acquired and is hereby transferred to the Jack Keith Kidwell (SEP) account. The parties hereto wish to amend the Agreement to reflect this change in the ownership of the subject limited partnership shares.

2. Interest Of Limited Partners Governed By Agreement. The Jack Keith Kidwell (SEP) account through its administrator 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, the Jack Keith Kidwell (SEP) account through its administrator 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, BB-S&K, Inc. hereby expressly consents to this Amendment.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

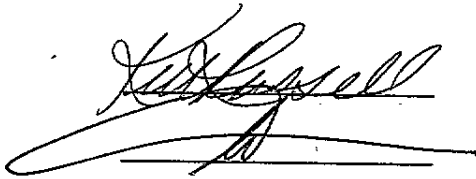
IN WITNESS WHEREOF, the parties hereto have caused this Amendment to Limited Partnership Agreement to be executed as of the date first above written.

WITNESSES:



GENERAL PARTNER:
BB-S&K, INC.

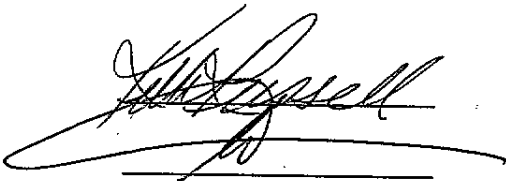
By: 



TRANSFERING LIMITED PARTNER



R. Bowen Gillespie, as Trustee
as to an eight percent (8%) limited partner interest
in the Partnership



SUCCESSOR LIMITED PARTNER



Jack Keith Kidwell (SEP) Account
by Jack Keith Kidwell, Administrator
as to an eight percent (8%) limited partner interest
in the Partnership

kelli\agree\partner\Kidwell\Cypress

APPROVED
AND
FILED
02 SEP 10 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA