

A94000000053

THE LAW FIRM OF

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District of Columbia

FILED
02 OCT -1 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Admitted in New York
Not Admitted in Florida

September 27, 2002

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

500008136705--9
-10/01/02--01068--009
****105.00 *****35.00

RE: Amendment Certificate of Limited Partnership for Cypress Commerce Ltd.

Dear Sir:

Enclosed please find an original and duplicate copy of an amendment to be filed for the above-referenced limited partnership. I also enclose a check in the amount of \$105.00 for the appropriate filing fee and for a certified copy of same. I look forward to receipt of the documentation following its filing.

Thank your for your anticipated cooperation in this regard.

Sincerely yours,

R. Bowen Gillespie, III

RBG:/kjh

kelli@cypress\correspo\DeptState2

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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now
BB-Sdk, 140.

**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)

Amendment to Article 9 (see attached)

Amendment to Article 10 (see attached).

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TALLAHASSEE, FLORIDA

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

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

AMENDED ARTICLE NINE

9. ALLOCATION OF PROFIT AND LOSS.

9.1 Determination: At the close of each calendar year, the net profit or the net loss of the Partnership shall be determined in accordance with generally accepted accounting principles consistently applied. The yearly financial reports of the Partnership shall be transmitted to each of the Partners, indicating such Partner's share of the profits, losses and other allocated items of the Partnership for federal income tax purposes.

9.2 Allocation: The Partnership's profits, gains, deductions, credits, depreciation, and other items during each calendar year, and the Partnership's losses shall be allocated among the Limited Partners in proportion to their respective percentage of ownership in the Partnership.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

AMENDED ARTICLE TEN

10. CASH DISTRIBUTION.

Cash or other assets shall be distributed to the Limited Partners in proportion to their respective percentage of ownership in the Partnership.