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Reply to: Fort Lauderdale

June 16, 2000

Division of Corporations
Attn: Lyn Turley-Shoffstall
P.O. Box 6327
Tallahassee, FL 32314

H98000024476

Re: Bayshore at Davie, Ltd.

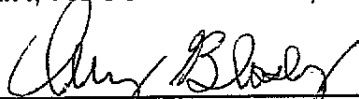
Dear Ms. Turley-Shoffstall:

Pursuant to your request of February 1, 2000 (a copy of which is attached to this letter), I am transmitting a copy of the Certificate of Amendment for Bayshore at Davie, Ltd. which was filed with the Florida Department of State on December 31, 1998.

Please contact the undersigned should you have any further questions or comments regarding this matter.

Sincerely,

GREENSPOON, MARDER, HIRSCHFELD,
RAFKIN, ROSS & BERGER, P.A.



GREGORY J. BLODIG
For the Firm

Enc.

cc: Steve Blecker, CPA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Also admitted in New York
2. Also admitted in Wisconsin
3. Also admitted in Texas
4. Also admitted in Colorado

12-13-98



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 1, 2000

BAYSHORE AT DAVIE, LTD.
3701 GALT OCEAN DRIVE
FORT LAUDERDALE, FL 33308

SUBJECT: BAYSHORE AT DAVIE, LTD.
Ref. Number: A96000001371

To Whom It May Concern:

In a recent audit of our records we have determined that the original Amendment filed on December 31, 1998 for BAYSHORE AT DAVIE, LTD., document number A96000001371, has been misplaced and has not been imaged for the official record.

The purpose of this letter is to ask you to furnish us with a photocopy of this document, so that we can complete our records.

Please send the copy to:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Lyn Turley-Shoffstall

I hope this request is not too much of an inconvenience.

Should you have any questions regarding this matter, please feel free to contact me at (850) 487-6900.

Sincerely,
Lyn Turley-Shoffstall,
Management Review Specialist
Bureau of Commercial Recording

Letter number: 500A00004819

**AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF
BAYSHORE AT DAVIE, LTD.**

We, the undersigned partners amend the Certificate of Limited Partnership of Bayshore at Davie, Ltd. filed with the Secretary of State on July 23, 1996 for the following reasons and in the following manner:

1. On February 26, 1998, the initial general partner of the partnership, Bayshore Developers, Inc., assigned all of its general partnership interest in Bayshore at Davie, Ltd. (the "Partnership") to Mario DiSorbo, and all holders of the partnership interests of the Partnership consented to the admission of Mario DiSorbo as the general partner of Bayshore at Davie, Ltd.

2. Therefore, the Certificate of Limited Partnership of Bayshore at Davie, Ltd. is amended to read:

General Partner. The name and address of the general partner of Bayshore at Davie, Ltd. is Mario DiSorbo at 6701 North Powerline Road, Ft. Lauderdale, Florida 33309.

3. Bayshore Developers, Inc. by the assignment of its general partnership interest to Mario DiSorbo, withdraws as a general partner of the Partnership, and the business of the Partnership shall be continued in accordance with the Partnership Agreement of Bayshore at Davie, Ltd. as permitted by Florida Statute 620.157.

4. This Certificate of Amendment shall take effect upon its filing with the Florida Department of State.

Dated December 30, 1998.

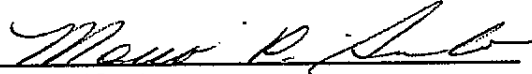
Withdrawing General Partner
Bayshore Developers, Inc.

By: K. Buckley
Kevin Buckley, as its authorized officer

Gregory J. Blodig, Esq.
Greenspoon, Marder et al
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(954) 491-1120
Fla Bar No: 274062

AUDIT NO.. H98000024476

New General Partner:


Mario DiSorbo

G:\CWD\SORBO\MAR\BAYSHORE.AMD