

One Dattran Center, 9100 S. Dadeland Blvd., Suite 1550 Miami, Florida 33156 • T: 305.670.1572 • F: 305.670.2490 • Email:wapa@prodigy.net



F000000006020

WOLPERT & ASSOCIATES, P.A.

Certified Public Accountants

September 29, 2000

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

100003411141--8
-10/02/00--01086--013
*****52.50 *****52.50

W-24299

Re: Strachan Investment Limited Partnership

Dear Sir or Madam:

Enclosed is a Certificate of Amendment to Certificate of Limited Partnership for the Strachan Investment Limited Partnership. The amendment is changing the general partner from Strachan Investments Limited to Strachan & Associates International Inc. Also enclosed is a check for \$52.50 made payable to the Florida Department of State.

The new general partner has recently filed an application by a foreign corporation for authorization to transact business in Florida.

Please process the certificate of amendment and send the acknowledgment to the following address:

Harry Strachan
Mesoamerica Investments
SJO 792 PO Box 025216
Miami, Florida 33102-5216

If any further information is needed, please write or call Eric Levy, CPA at:

Wolpert & Associates, P.A.
9100 S. Dadeland Boulevard, Suite 1550
Miami, Florida 33156
305-670-1572

Sincerely,

Eric Levy, CPA

Enclosures

FILED
00 OCT 27 PM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ymt
10/27



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 6, 2000

HARRY STRACHAN
PO BOX 025216
MIAMI, FL 33102-5216

SUBJECT: STRACHAN INVESTMENT LIMITED PARTNERSHIP
Ref. Number: W00000024299

We have received your document for STRACHAN INVESTMENT LIMITED PARTNERSHIP and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 100A00053050

00 OCT 27 PM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

STRACHAN INVESTMENT LIMITED PARTNERSHIP

(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 June 20, 1997, adopts the following certificate of amendment to its certificate of limited partnership.

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

Article 2.2. Partners:

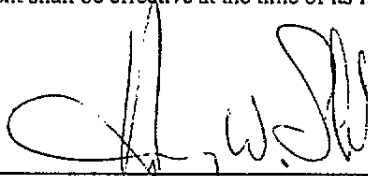
Section a) Should now be read as follow:

"The following person is admitted into the Partnership as General Partner:
Strachan & Associates International Inc."

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

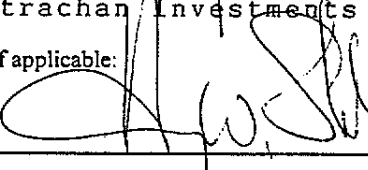
THIRD: Signature(s)

Signature of current general partner:



Strachan Investments Limited

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



Strachan & Associates International Inc.
Harry Strachan

Chairman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA