

A97000002049

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LIMITED PARTNERSHIP AMENDMENT

TALLAHASSEE POWER CENTER, LTD.

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CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
TALLAHASSEE POWER CENTER, LTD.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Section 620.109, Florida Statutes, Tallahassee Power Center, Ltd., a Florida limited partnership, whose certificate was filed with the Florida Department of State on September 23, 1997, document number 97000002049, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: The Certificate of Limited Partnership is hereby amended by adding a Section 8 to read as follows:

8. Restrictions on Powers of General Partner. The prior written approval of the Class B Limited Partner shall be required before the General Partner takes any of the following actions:

(a) File or cause to be filed any petition or other proceeding by or against the Partnership or the General Partner pursuant to which the Partnership or General Partner would become the subject of bankruptcy, insolvency or other proceedings, or consenting to or acquiescing in any such filing or other proceedings;

(b) Transfer, assign or amend that certain Contract for Sale and Purchase by and between William D. Hopkins and the Partnership dated March 9, 1998;

(c) Borrow money and incur other debts and obligations from any person or institution or entity (including, but not limited to, any borrowings from, and debts and obligations to, the General Partner or any Affiliates of the General Partner), and issue evidences of indebtedness in connection therewith, on such terms as shall be acceptable to the General Partner, and secure any such indebtedness or obligations by mortgage on, security interest in, and/or other lien on, any property or asset of the Partnership;

(d) Change the amount of, amend, modify or change the terms of, and extend the time for payment of, or retire, discharge or refinance, any indebtedness or obligation of the Partnership; and change the amount or value of, modify or change the nature or type of, or make any other modifications or changes with respect to, any security granted or collateral given for any Partnership indebtedness or obligation, and amend, modify or change the terms of any agreement, instrument or document with respect to any such security or collateral;

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(e) Sell, exchange or otherwise dispose of real property owned by the Partnership unless in accordance with the terms of the Agreement of Limited Partnership of the Partnership dated September 27, 1997, as amended; or

(f) Confess a judgment against the Partnership.

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

GENERAL PARTNER:

TALLAHASSEE POWER CENTER, INC.

By: _____

Gregory R. Greenfield
President

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