



A97000002205

ACCOUNT NO. : 072100000032

REFERENCE : 581152 87972A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 15, 2002

ORDER TIME : 11:57 AM

ORDER NO. : 581152-005

CUSTOMER NO: 87972A

CUSTOMER: Samuel D. Navon, Esq
Navon Kopelman & Odonnell,
Suite B 100
2699 Stirling Road
Ft. Lauderdale, FL 33312

DOMESTIC AMENDMENT FILING

NAME: SHOELESS PARTNERS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: _____

FILED
02 MAY 29 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 MAY 15 PM 1:16
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE AND
COMMERCIAL AFFAIRS

700005538077--1
-05/15/02--01049--007
*****52.50 *****52.50

700005538077--1
-05/15/02--01049--008
*****52.50 *****52.50



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 15, 2002

SUSIE KNIGHT
CSC
TALLAHASSEE, FL

SUBJECT: SHOELESS PARTNERS, LTD.
Ref. Number: A97000002205

RESUBMIT

*Please give original
submission date as the date*

FILED
RECEIVED
02 MAY 29 2002
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

We have received your document for SHOELESS PARTNERS, LTD. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$105.00 payment.

Before this AMENDMENT can be filed, the new general partner -- KB ASSET MANAGEMENT, INC. -- will have to be qualified in Florida.

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) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 602A00031034

*Buck - The G.P.
KB Asset Management Inc.
Should file today.
Thanks, Susie*

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SHOELESS PARTNERS, LTD.**

FILED
02 MAY 29 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to amend that certain Certificate of Limited Partnership ("Certificate"), effective with the Department of State on October 13, 1997, Document No. A97000002205, pursuant to the laws of the State of Florida, certify as follows:

1. Paragraph 4 of the Certificate is amended as follows:

"The name and business address of each General Partner of the Partnership is as follows:

GENERAL PARTNER

BUSINESS ADDRESS

Shoeless Joe, Inc.

897000087998

2 East Camino Real, Suite 100
Boca Raton, FL 33432
Attention: Joseph R. Jackson, Sr., President

KB Asset Management, Inc.

F02000002661

8411 Preston Road, Suite 650
Dallas, TX 75225
Attention: William B. Costello, President"

2. Paragraph 6 of the Certificate is amended as follows:

"The latest date upon which the Partnership is to dissolve is December 31, 2071, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement."

Except as modified hereby the Certificate remains in full force and effect and is ratified and confirmed.

Signed, sealed and delivered
in our presence:

Signature

Printed Name

Signature

Printed Name

Signature

Printed Name

Signature

Printed Name

GENERAL PARTNER:

SHOELESS JOE, INC.

By:

Joseph R. Jackson, Sr., President

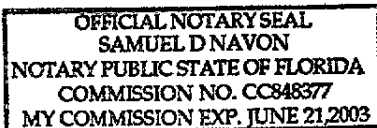
KB ASSET MANAGEMENT, INC.

By:

Lyle O. Martin, Vice President

STATE OF FLORIDA)
COUNTY OF Broward : SS

The foregoing instrument was acknowledged before me this 9 day of MAY 2002, by Joseph R. Jackson, Sr., as the President of Shoeless Joe, Inc., a Florida corporation, as a general partner of Shoeless Joe, Ltd., a Florida limited partnership, on behalf of the partnership and the corporation. He is personally known to me or has produced _____ as identification.



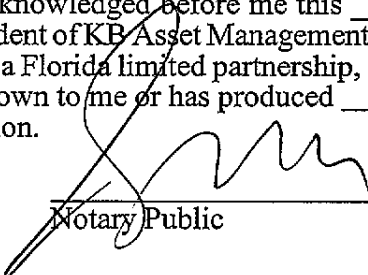
My Commission Expires:

Notary Public

Typed, printed or stamped name of Notary Public

STATE OF FLORIDA)
COUNTY OF Broward) : SS

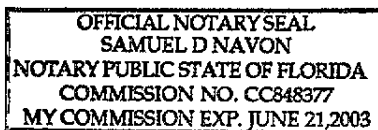
The foregoing instrument was acknowledged before me this 9 day of MAY, 2002, by Lyle O. Martin, as the Vice President of KB Asset Management, Inc., a Florida corporation, as a general partner of Shoeless Joe, Ltd., a Florida limited partnership, on behalf of the partnership and the corporation. He is personally known to me or has produced _____ as identification.



Notary Public

My Commission Expires:

Typed, printed or stamped name of Notary Public



FILED
MAY 29 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA