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GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.
ATTORNEYS AT LAW

OUR FILE NUMBER: 19439.005
WRITER'S DIRECT DIAL NUMBER: (407)650-0707

October 27, 1998

VIA FEDERAL EXPRESS

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Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32314

Re: Preston Apartments, Ltd.

Dear Sir or Madam:

Enclosed please find the following original documents for filing:

1. Certificate of Amendment to Certificate of Limited Partnership of Preston Apartments, Ltd. Changing the name to Toppel Enterprises, Ltd. (A check in the amount of \$61.25 is enclosed for the filing fee and certified copy fee.)
2. Supplemental Affidavit of Capital Contributions for Toppel Enterprises, Ltd. (A check in the amount of \$1,750.00 is enclosed for the filing fee.)

Please forward confirmation of the filing for both the enclosed documents using the enclosed self-addressed envelope.

If you have any questions or concerns, please do not hesitate to contact me.

Sincerely,



Sheri J. Miller
Legal Assistant

Name	
Availability	
Document Examiner	DCC
Updater	DCC
Classifier	
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Enclosure	
Acknowledgement	DCC
379245	
Per Verifier	DCC

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777 South Flagler Drive, Suite 500 East • West Palm Beach, FL 33401-6194
(561) 655-1980 Fax: (561) 655-5677 e-mail: clientservices@gunster.com
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OK

TOPPEL ENTERPRISES, LTD.
FEI NUMBER:

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A
FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting the general partner of TOPPEL ENTERPRISES, LTD., a Florida limited partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes.

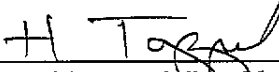
The total amount of the capital contributions of the limited partners is \$5,120,000.

This 19th day of October, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury we declare that we have read the foregoing and that the facts are true, to the best of our knowledge and belief.

General Partner
Toppel Management Inc.


Harold Toppel, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA