

B9600000051

AA HOLDINGS C.V. LIMITED PARTNERSHIP

AA Holdings C.V.
Limited Partnership

225 N. Michigan Avenue
Chicago, Illinois 60601
312 580-0069

December 28, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Attn: Registration Section
409 E. Gaines Street
Tallahassee, Florida 32399

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-01/07/99--01003--004
*****52.50 *****52.50

Dear Sir/Madam:

Enclosed for filing are an original and acknowledgment copy of a "Certificate of Amendment to Application for Registration" and "Limited Partnership Annual Report 1999" to amend and renew AA Holdings C.V. Limited Partnership's registration as a foreign limited partnership in Florida.

In addition, enclosed are three checks, payable to Florida Department of State, number 207193 in the amount of \$52.50 in full payment of the filing fees for the certificate of amendment, number 207222 in the amount of \$141.25 in full payment of the filing fees for the annual report, and number 207192 in the amount of \$8.75 in full payment for a certificate of status.

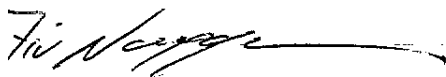
Please file the original forms and return the date stamped acknowledgment copies and certificate of status to my attention in the enclosed self-addressed, stamped envelope.

Should you require any additional information, please contact Joseph Smith of my office at (312) 507-0665 or me. Thank you for your assistance in this regard.

STATE
DIVISION OF CORPORATIONS
98 DEC 29 PM 3:08

Very truly yours,

AA HOLDINGS C.V. LIMITED PARTNERSHIP



By
Ziv Naggar
Counsel



Enclosures
Copy to:
Paul E. Duckworth, Chicago-225N
Sharon A. McFadden, Chicago-33W

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C. TAX _____
FEE \$2.50
REG. FEE _____
C. _____
W. _____
LAWYER FEE _____
REFUND _____

B9600000051

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

AA Holdings C.V. Limited Partnership

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

See attached

AA Holdings C.V. Limited Partnership

By: *Harry V. Ruffalo*
(Signature of a General Partner)

Harry V. Ruffalo, General Partner

(Typed or printed name of General Partner signing above)

STATE OF ILLINOIS

COUNTY OF COOK

On this 7th day of DEC, 1998, HARRY V. RUFFALO personally appeared before me,



who is personally known to me



whose identity I proved on the basis of _____

Linda S. Young

(Notary Public Signature)

LINDA S. YOUNG

(Notary's Printed Name)



My Commission Expires: 3/12/02

99 DEC 29 PM 2:09
SECRETARY OF STATE
DIVISION OF REGISTRATIONS

**Attachment to Certificate of Amendment to Application for Registration of:
AA Holdings C.V. Limited Partnership**

The following statements represent new information and replace information currently on file with the Florida Department of State. (The following are itemized as on the "Application by Foreign Limited Partnership for Authorization to Transact Business in Florida" as filed on February 8, 1996 and bearing Foreign Limited Partnership Number B96000000051.)

6. (Street Address of Registered Office):
2805 Fruitville Road
Sarasota, Florida 34237-5318

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Jamshed Wadia

1 Surrey Street, London WC2R 2PS, England

Harry V. Ruffalo

33 W. Monroe Street, Chicago, Illinois 60603-5385

José Luis Vázquez

One Biscayne Tower, Suite 1470, Miami, Florida
33131-1801

Manuel Soto

Route de Pré-Bois 29, 1215 Geneva 15, Switzerland

James D. Edward

1345 Avenue of the Americas, New York,
New York 10105

John B. Burrows

Wing On Centre, 25th Floor,
111 Connaught Road Central
Hong Kong
Hong Kong

99 DEC 29 PM 3:08
SECRET
DIVISION OF REVENUE