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MATTEN MUCHIN & ZAVIS

LOS ANGELES, CA
NEW YORK, NY
WASHINGTON, D.C.

525 WEST MONROE STREET • SUITE 1600
CHICAGO, ILLINOIS 60661-3693

TELEPHONE
(312) 902-5200
TELECOPIER
(312) 902-1061

WRITER'S DIRECT DIAL NUMBER
800/346-7400 x8325
or 312-577-8325

May 27, 1999

Department of State
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32314

Re: **The Martin-Brower Acquisition Company, L.L.C.
Application by Foreign Limited Liability Company to File Amendment
to Application for Authorization to Transact Business in Florida**

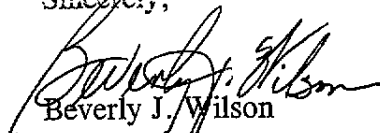
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Dear Sir/Madame:

Please find enclosed for the above-referenced company, an Application by Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida to be processed by your office. A check made payable to Florida Department of State in the amount of \$52.50 is also enclosed for filing expenses.

After processing said document please return a filed stamped copy to my attention. Should you have any questions, please call me at the above listed toll free number. I have enclosed a self-addressed, stamped envelope for your convenience.

Sincerely,


Beverly J. Wilson
Project Assistant

/bjw
Enclosures

cc: T. Karet
P. Morris
S. Filler (w/encls.)

(05949-00006) 969472v1

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99 JUN -2 PM 4: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

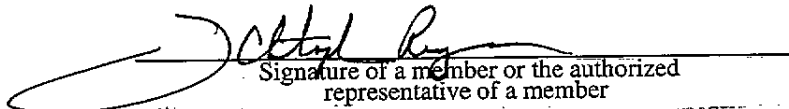
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: The Martin-Brower Acquisition Company, L.L.C.
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: April 15, 1998

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? It was formed that way
5. New name of the limited liability company: The Martin-Brower Company, L.L.C. which is now being Manager Managed by Martin-Brower Management Corporation
(Name must end with the words "limited company" or the abbreviation "L.C." if not so contained in the name at present.)
6. If the amendment changes the period of duration, indicate new period of duration:
N/A
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:
N/A
8. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the Secretary of State or the proper official having custody of records under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

J. Christopher Reyes

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$52.50