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MALCOLM B. WISEHEART, JR.

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

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MIAMI, FLORIDA 33129

MALCOLM B. WISEHEART, JR.

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June 29, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****105.00 ****105.00

Re: Community Developers, Ltd.,
a Florida limited partnership

Certificate of Amendment

Dear Sir or Madam:

Please find enclosed for filing in your office original Certificate of Amendment to the Certificate of Partnership of Community Developers, Ltd., a Florida Limited Partnership.

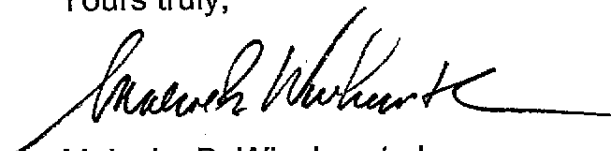
After the enclosure has been filed, you are kindly requested to send us a certified copy of same.

Enclosed please find our check made payable to "Florida Secretary of State" in the amount of \$105.00, representing filing fee in the amount of \$52.50 and fee for issuance of certified copy in the amount of \$52.50.

If you have any questions, please feel free to contact me.

Thank you for your co-operation.

Yours truly,



Malcolm B. Wiseheart, Jr.

Name	Availability	Thank you for your co-operation.
Document Examiner	DCC	
Updater	DCC	
Updater Verifier	DCC	
MBW Jr/sdf	DCC	
Enclosure	DCC	

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**CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF LIMITED PARTNERSHIP
OF COMMUNITY DEVELOPERS, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

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WHEREAS, the limited partner, the ESTATE OF DOROTHY WISEHEART, has been fully administered in proceedings filed in the Circuit Court (Probate Division) of the Eleventh Judicial Circuit in and for Miami-Dade County, Florida, Case No. 85-5963 (03) and the interest of DOROTHY A. WISEHEART, Deceased, as limited partner has devolved upon her heirs, MARILYN W. LITTLE, CAROLYN W. MILNE, MALCOLM B. WISEHEART, JR., and ELIZABETH W. JOYCE, and

WHEREAS, MARILYN W. LITTLE died on July 28, 1996 and her estate has been fully administered in proceedings filed in the Circuit Court (Probate Division) of the Eighth Judicial Circuit in and for Alachua County, Florida, Case No. 96-563-CP, and her interest as limited partner has devolved upon her heirs, RICHARD L. LITTLE, RICHARD L. LITTLE, JR., CYNTHIA L. SPELLACY, and LAURA L. EVANS, and

WHEREAS, the General Partner, MIAMI HERITAGE COMPANY, deems it desirable and proper to set forth and clarify at this time the identity of the General and Limited Partners as well as their respective ownership interest in the partnership assets and their respective share in the profits or losses of the partnership,

WE, THE UNDERSIGNED Corporate Officers of the General Partner, MIAMI HERITAGE COMPANY, pursuant to Florida Statutes §620.109, do hereby execute this Certificate of Amendment to the Certificate of Limited Partnership of COMMUNITY DEVELOPERS, a Florida limited partnership, and do hereby certify and swear to the following:

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1. Name of Partnership. The name of the Partnership is COMMUNITY DEVELOPERS, LTD.

2. The Date of Filing. The Certificate of Limited Partnership of COMMUNITY DEVELOPERS, LTD., was filed with the Office of the Department of State, State of Florida, on December 30, 1986, under Document Number LP#A23965.

3. Amendments to the Certificate of Limited Partnership. The following Amendments to the Certificate of Limited Partnership of COMMUNITY DEVELOPERS, LTD., are hereby adopted and approved:

(a) Paragraph 4(b) of the Certificate of Limited Partnership is deleted and replaced with the following language:

The names and places of residence (or address) of the Limited Partners are as follows:

Wiseheart Foundation, Inc.
a Florida Not-for-Profit corporation
2840 S.W. Third Avenue
Miami, Florida 33129

Carolyn W. Milne
110 Summit Street
Englewood, New Jersey 07631

Malcolm B. Wiseheart, Jr.
2840 S.W. Third Avenue
Miami, Florida 33129

Elizabeth W. Joyce
5940 Granada Boulevard
Coral Gables, Florida 33146

Richard L. Little
6509 N.W. 18th Avenue
Gainesville, Florida 32605

Richard L. Little, Jr.
4385 Appletree Place
Jacksonville, Florida 32258

Cynthia L. Spellacy
4030 N.W. 16th Place
Gainesville, Florida 32605

Laura L. Evans
1817 S.E. 24th Avenue
Ft. Lauderdale, Florida 33316

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(b) Paragraph 9 of the Certificate of Limited Partnership shall be deleted in its entirety and replaced with the following language:

9. Partners' Interest in Partnership Assets and Share in the Profits or Losses of the Partnership. The partners' interest in partnership assets and their share in the profits or losses of the partnership are as follows:

<u>Partner</u>	<u>Share</u>
General Partner	
Miami Heritage Company	1%
Limited Partners	
Wiseheart Foundation, Inc.	75.25%
Carolyn W. Milne	5.9375%
Malcolm B. Wiseheart, Jr.	5.9375%

<u>Partner</u>	<u>Share</u>
Elizabeth W. Joyce	5.9375%
Richard L. Little	2.9687%
Richard L. Little, Jr.	.9896%
Cynthia L. Spellacy	.9896%
Laura L. Evans	.9896%

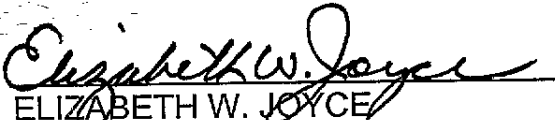
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(c) In all other respects the Certificate of Limited Partnership of December 30, 1986, is ratified and confirmed.

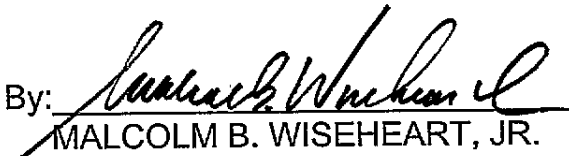
IN WITNESS WHEREOF the undersigned corporate officers of the General Partner, Miami Heritage Company, have hereunto set their hands and seals this 29th day of June, 1998.

GENERAL PARTNER
MIAMI HERITAGE COMPANY

Attest:


ELIZABETH W. JOYCE
Secretary

By:


MALCOLM B. WISEHEART, JR.
President

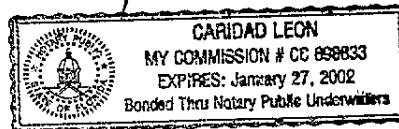
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MALCOLM B. WISEHEART, JR. and ELIZABETH W. JOYCE, well known to be the President and Secretary, respectively of the

corporation named as mortgagor in the foregoing instrument, and that they severally acknowledged executing the same, in the presence of two subscribing witnesses, freely and voluntarily under authority duly vested in them by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of June, 1998.

Caridad Leon



Personally Known x OR
Produced Identification _____
Type of Identification Produced _____