

A970000/282

Sent via Overnight Mail

September 3, 1998

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Partnerships

Gentlemen:

Enclosed please an original and one copy of Amendment to Limited Partnership Agreement of Wharton Investment Group of Margate, Ltd., dated July 8, 1998, for filing together with a check in the amount of \$52.50 to cover the cost of the filing. Also enclosed for your convenience is a stamped, self-addressed envelope for the return of the recorded Amendment.

Should you have any questions, please feel free to contact me at (954) 979-5082, ext.

Very truly yours,

PROCACCI COMMERCIAL REALTY, INC.



Thomas K.J. Tuso
Legal Consultant

TKJT/ems

Enclosures: As noted

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FILED
98 SEP 4 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A97-1282

Name	OK
Availability	OK
Document	OK
Examination	OK
Update	OK
Update	OK
Verifier	OK
Acknowledgment	OK
W. P. V.	OK

PROCACCI COMMERCIAL REALTY, INC.

5082 Coconut Creek Parkway • P.O. Box 93-4246 • Margate, Florida 33063-4246
(954) 979-5082 • (954) 979-7765 Fax

AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT OF WHARTON
INVESTMENT GROUP OF MARGATE, LTD.

THIS AGREEMENT is made and entered into this 5th day of JULY, 1998, by and between Philip J. Procacci, Wharton Investment Group of Margate, Ltd. and Procacci Commercial Realty, Inc., a Florida Corporation.

98 SEP -4 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1. Recitals

- A. Procacci Commercial Realty, Inc., as the sole General Partner and Philip J. Procacci, as the sole Limited Partner, are the only Partners of the Wharton Investment Group of Margate, Ltd., and are hereinafter referred to collectively as the "Partners".
- B. The Partners are desirous of amending the Limited Partnership Agreement to provide for the withdrawal of Procacci Commercial Realty, Inc., a Florida Corporation, as the General Partner and in substitution thereof substituting Procacci Margate, Inc., a Florida Corporation, as the only General Partner.

NOW, THEREFORE, in consideration of the terms and conditions herein set forth, the parties agree and acknowledge as follows:

1. The General Partner on and after the date of this Amendment Agreement is hereby changed to Procacci Margate, Inc.
2. The Partners hereby consent to, ratify, confirm and approve the admission of Procacci Margate, Inc., a Florida Corporation, as the sole General Partner of the Partnership.
3. Upon the execution of this Amendment by all parties, the Partners and their respective Partnership interests are as follows:

General Partner: Procacci Margate, Inc., a Florida Corporation, One
(1%) percent 5002 Coconut Creek Pkwy
Margate, FL 33063

Limited Partner: Philip J. Procacci, Ninety-nine (99%) percent

4. It is the intention of the Partners that the changes contemplated by this Amendment shall be effectuated without any termination or dissolution of the Partnership, that the Partnership shall continue in full force and effect and that the business of the Partnership be continued.

IN WITNESS WHEREOF, the parties have set their hand and seal the day first above written.

Signed, sealed and delivered in the presence of:

Thomas Y. Luso

**PROCACCI COMMERCIAL
REALTY, INC., General Partner**

[Signature]
By: Philip J. Procacci, President

STATE OF FLORIDA)
 : SS.:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me an officer duly authorized in the State and County
aforesaid to take acknowledgments, personally appeared PHILIP J. PROCACCI, well known to me and being
me first duly sworn did depose and say that he executed the foregoing instrument as his act and deed.

WITNESS my hand and official seal in the County and State last aforesaid this 8th day
of July, 1998.

My Commission Expires:



Elizabeth Roberts
My Commission CC672320
Expires August 17, 2001

[Signature]
Notary Public

SEP 14 PM 4:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

Kimberly A. Borch
Thomas Y. Luso

**WHARTON INVESTMENT
GROUP OF MARGATE, LTD.**
By: Procacci Margate, Inc.
Its General Partner

[Signature]
By: Philip J. Procacci, President

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 : SS.:
COUNTY OF BROWARD)

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Kimberly A. Borch
Thomas J. Lusa

PROCACCI MARGATE, INC.

[Signature]
Philip J. Procacci, President

STATE OF FLORIDA)

: SS.:

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