

A9800001670

Sent via Overnight Mail

August 26, 1998

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

Attention: Partnerships

Gentlemen:

Enclosed please find the following:

1. Amendment to Limited Partnership Agreement of Wharton Investment Group of Margate, Ltd.
2. Amendment to Limited Partnership Agreement of Wharton Investment of Lake City, Ltd. for filing.
3. One check in the amount of \$105.00 which will cover the filing fees for both Amendments.

Should you have any questions, please feel free to call me at (954) 979-5082, ext. 133.

Very truly yours,

PROCACCI COMMERCIAL REALTY, INC.



Thomas K.J. Tusso
Legal Consultant

TKJT/ems

Enclosures: As noted

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-09/04/98--01130--003
****105.00 ****185.00
62.50

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Name Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

FILED
98 SEP -4 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FF \$52.50

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 LAKE CITY, LTD.**

THIS AGREEMENT is made and entered into this 3rd day, of September, 1998, by and between Wharton Investment Group of Lake City, Ltd. and Procacci Lake City, Inc., a Florida Corporation, its General Partner.

The parties hereto for and in consideration of the sum of Ten Dollars (\$10.00) each to the other paid and receipt of which is acknowledged do hereby amend the Partnership Agreement dated the 6th day of July, 1998, as follows:

The parties hereto are desirous of amending the Partnership Agreement as follows:

Paragraph 1.08 Other Activities is hereby amended as follows:

1.08 Other Activities. The General Partner, or any Limited Partner, Affiliate (as hereinafter defined), employee, person or entity holding a legal or beneficial interest in the Partnership recognizes that this is a sole purpose entity for the purpose of holding title to real estate being mortgaged by the General Partner and that they may engage in no other business venture of any nature, type or description and are strictly prohibited from doing so without any exception.

Paragraph 1.09 Interested Parties is hereby amended as follows:

1.09 Interested Parties. The General Partner nor the Limited Partner, or if in the future Partners, recognize that the purpose of this Limited Partnership is to create a sole purpose entity for mortgaging the Premises owned by this Partnership and neither the General Partner nor any Limited Partner or Partners, may engage in any other business venture of any nature or description including any real estate projects that in any way affect the nature and intent of this Partnership without any exclusions whatsoever.

Paragraph 7.02 Powers and Duties of the General Partner, (4), is hereby amended as follows:

(4) to finance the Partnership's activities by borrowing money from the Lender, all on such terms and conditions as the General Partner deems appropriate. In instances where money is borrowed for Partnership purposes, the General Partner shall be, and hereby is, authorized to pledge, mortgage, encumber and grant a security interest in Partnership properties for the repayment of such loans consistent with this Agreement.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Signed, sealed and delivered in the presence of:

Kimberly A. Boach
Ellen M. Salimbene

**WHARTON INVESTMENT
GROUP OF LAKE CITY, LTD.
By: Procacci Lake City, Inc.
Its 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 by 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 3rd day of September, 1998.

[Signature]
Notary Public

My Commission Expires:



Elizabeth Roberts
My Commission CC672320
Expires August 17, 2001

Kimberly A. Boach
Ellen M. Salimbene

PROCACCI LAKE CITY, INC.
[Signature]
By: Philip J. Procacci, President

STATE OF FLORIDA) SS.:
COUNTY OF BROWARD)

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WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of September, 1998.

[Signature]
Notary Public

My Commission Expires:



Elizabeth Roberts
My Commission CC672320
Expires August 17, 2001

FILED
98 SEP -14 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA