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VIA REGULAR MAIL

September 28, 1999

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: Sunset Lakes, Ltd.

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*****\$2.50 *****\$2.50

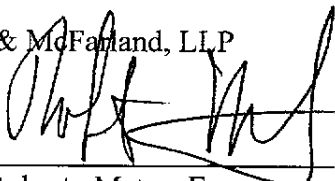
Dear Sir or Madam:

Enclosed please find an original executed Certificate of Amendment to Certificate of Limited Partnership of Sunset Lakes Ltd. Also enclosed is a check for \$52.50 to cover your fees. If you have any questions, please call me.

Very truly yours,

Smejda & McFarland, LLP

BY:


Roberto Matus, Esq.

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DIVISION OF CORPORATIONS
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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Sunset Lakes, LTD

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

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on December 24, 1990, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

Repeal of Article 4(k)(3) and its reenactment to read as follows: General Partner shall mean Sunset Lakes Equities, Inc., a Florida corporation.

Repeal of Article 8(a) and its reenactment to read as follows: Each Limited Partner's interest (other than an ininterest represented by class "B" Limited Partner Units) in the Limited Partners' share of the Partnership and its profits and losses shall be in accordance with the Limited Partners' Capital Account.

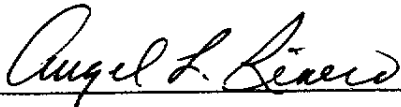
Repeal of Article 25(a) and its reenactment to read as follows: Partnership income, gain, losses, deductions and credits shall be allocated to all Partners according to their capital accounts

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

SUNSET LAKES EQUITIES, INC.

Signature of current general partner:


ANGEL RIVERO, President

Signature(s) of new general partner(s), if applicable:

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