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1. AVIATOR South Beach, Ltd
(CORPORATE NAME AND DOCUMENT #)

2. (CORPORATE NAME AND DOCUMENT #)

3. (CORPORATE NAME AND DOCUMENT #)

4. (CORPORATE NAME AND DOCUMENT #)

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5. (CORPORATE NAME AND DOCUMENT #)

6. (CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

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AMENDMENT TO CERTIFICATE AND
AGREEMENT OF LIMITED PARTNERSHIP
OF
AVIATOR SOUTH BEACH, LTD.

This Amendment to Agreement of Limited Partnership (the "Amendment") is being executed this 13 day of January, 2006 by and between PELICAN HARBOUR MANAGEMENT, INC., a Florida corporation, as "General Partner" and NICOLAAS N.P. SANDMANN and STEVEN ZVI LEVINSON and JUDITH S. BERSON, as Trustees of the LEVINSON/BERSON FAMILY REVOCABLE TRUST under agreement dated October 18, 2001, as "Limited Partners".

WHEREAS the Partners entered into a Partnership Agreement of AVIATOR SOUTH BEACH, LTD., a Florida limited partnership (the "Partnership") on November 9, 2004 (the "Partnership Agreement"); and

WHEREAS General Partner has executed an Assignment of Partnership Interest in favor of Aviator General, Inc., a Florida corporation (the "New General Partner"); and

WHEREAS NICOLAAS N.P. SANDMANN has executed Assignments of Partnership Interest in favor of Aviator Limited, Inc., a Florida corporation (hereinafter "Aviator Limited") and 5th Street Invest., Inc., a Florida corporation (hereinafter "5th Street"). Aviator Limited and 5th Street shall hereinafter be referred to as the "New Limited Partners"; and

WHEREAS STEVEN ZVI LEVINSON and JUDITH S. BERSON, as Trustees of the LEVINSON/BERSON FAMILY REVOCABLE TRUST under agreement dated October 18, 2001 have executed an Assignment of Partnership Interest in favor of 5th Street; and

WHEREAS the Partners desire to amend the Partnership Agreement to reflect the transfer of all interests in the Partnership.

NOW THEREFORE, in consideration of Ten Dollars and other good and valuable considerations, the Partners hereby amend the Partnership Agreement as follows:

1. The "General Partner", as defined in Item 13 of Article 1 of the Partnership Agreement is hereby amended to read as follows:

13. "General Partner" means Aviator General, Inc., a Florida corporation, whose address is 747 4th St, #200A, Miami Beach FL 33139

2. The "Percentage Interest", as defined in Item 25 of Article 1 of the Partnership Agreement are hereby amended as follows:

General Partner:		
Aviator General, Inc., a Florida corporation	2%	PU6UW0057 12
Limited Partners:		
Aviator Limited, Inc., a Florida corporation	49%	
5th Street Invest., Inc., a Florida corporation	49%	

3. Except as modified herein, all of the terms, covenants and conditions of the Partnership Agreement, are hereby ratified, confirmed and approved in all respects.

4. The parties hereto agree for federal income tax purposes they will do an interim closing of the Partnership books under Section 706 of the Internal Revenue Code.

5. This Agreement shall be binding upon and inure to the benefit of the General Partner, the Limited Partners, the New General Partner and the New Limited Partners, their respective heirs, personal representatives, successors and assigns, and the terms and provisions hereof, as well as the representations and warranties contained herein, shall survive the execution and delivery hereof.

In witness whereof, we have hereunto set our hands and seals on the date first written above.

Witnesses:

Melva Fernandez
Print Name: Melva Fernandez

Print Name: Alexandra Silva

PELICAN HARBOUR MANAGEMENT, INC.,
a Florida corporation, General Partner

By: _____
Steven Levinson, President

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

I HEREBY CERTIFY that, on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared STEVEN LEVINSON, as President of PELICAN HARBOUR MANAGEMENT, INC., a Florida corporation, General Partner, who produced _____ as identification, and who did not take an oath, but acknowledged before me the execution of the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of January, 2006.

Melva Fernandez
NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Melva Fernandez
My commission expires: 7/20/08
[SEAL]

MELVA FERNANDEZ
Notary Public - State of Florida
My Commission Expires Jul 20, 2008
Commission # DD339440
Bonded By National Notary Assn.

Print Name: A.N.J. Sandmann

NICOLAAS N.P. SANDMANN, Limited Partner

Print Name: G.S.J.K. Redjoprawiro

[Attach civil law notary here]

Gezien voor legalisatie van de handtekening van:
Seen for legalization of the signature of: Mr N.P.J. Sandmann
Vu pour légalisation de la signature de:
Es wird hiermit beglaubigt das die Unterschrift von:

door mij, notaris, heden de
by me, civil-law notary, on the 13th day of January 2006
par moi-même, notaire, aujourd'hui le
vom dem unterzeichneten Notar anerkannt ist, heute den

Mr. Th.P. SEINSTRA
NOTARIS TE AMSTERDAM

Print Name: Melva Fernandez

Print Name: Alexandra Slava

Print Name: Melva Fernandez

Print Name: Alexandra Slava

STEVEN ZVI LEVINSON, as Trustee of the LEVINSON/BERSON FAMILY REVOCABLE TRUST under agreement dated October 18, 2001, Limited Partner

JUDITH S. BERSON, as Trustee of the LEVINSON/BERSON FAMILY REVOCABLE TRUST under agreement dated October 18, 2001, Limited Partner

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE}

I HEREBY CERTIFY that, on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared STEVEN ZVI LEVINSON and JUDITH S. BERSON, as Trustees of the LEVINSON/BERSON FAMILY REVOCABLE TRUST under agreement dated October 18, 2001, Limited Partner, who are personally known to me or who have produced _____ as identification, and who did not take an oath, but acknowledged before me the execution of the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of January, 2006.

NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Melva Fernandez
My commission expires: 7/20/08
[SEAL]

MELVA FERNANDEZ
Notary Public - State of Florida
My Commission Expires Jul 20, 2008
Commission # DD339440
Bonded By National Notary Assn.

ACCEPTANCE

The undersigned hereby joins in this Amendment for the purpose of accepting the assignment of the general partnership interest and agrees to be bound by the terms and conditions of the Partnership Agreement.

Aviator General, Inc., a Florida corporation

Print Name: _____

By: _____
Y.D. Rousseau, President

Print Name: _____

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

I HEREBY CERTIFY that, on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared Y.D. Rousseau, as President of Aviator General, Inc., a Florida corporation, who is personally known to me, or who has produced _____ as identification, and who did not take an oath, but acknowledged before me the execution of the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 27 day of January, 2006.

SCOTT EISEN
MY COMMISSION # DD 255988
EXPIRES: December 5, 2007
Bonded Thru Notary Public Underwriters

_____
NOTARY PUBLIC, STATE OF FLORIDA
Name: _____
Please Print
My commission expires:

ACCEPTANCE

The undersigned hereby joins in this Amendment for the purpose of accepting the assignment of the limited partnership interests and agree to be bound by the terms and conditions of the Partnership Agreement.

Print Name: _____

Aviator Limited, Inc., a Florida corporation

Print Name: _____

By: _____
Y.D. Rousseau, President

Print Name: _____

5TH Street Invest., Inc., a Florida corporation

Print Name: _____

By: _____
Marc Elalouf, President

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE}

I HEREBY CERTIFY that, on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared Y.D. Rousseau, as President of Aviator Limited, Inc., a Florida corporation, who is personally known to me, or who has produced _____ as identification, and who did not take an oath, but acknowledged before me the execution of the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of January, 2006.

_____
NOTARY PUBLIC, STATE OF FLORIDA
Name: _____
Please Print
My commission expires:

SCOTT EISEN
MY COMMISSION # DD 255989
EXPIRES: December 5, 2007
Bonded Thru Notary Public Underwriters

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE}

I HEREBY CERTIFY that, on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appearedMarc Elalouf, as President of 5th Street Invest., Inc., a Florida corporation, who is personally known to me, or who has produced [illegible] as identification, and who did not take an oath, but acknowledged before me the execution of the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of January, 2006.

NOTARY PUBLIC, STATE OF FLORIDA
Name:_____
Please Print
My commission expires:

SCOTT EISEN
MY COMMISSION # DD 255989
EXPIRES: December 5, 2007
Bonded Thru Notary Public Underwriters

CONSENT

The undersigned party, as the owner and holder of that certain note and mortgage given by AVIATOR SOUTH BEACH, LTD., a Florida limited partnership, in favor of GIBRALTAR BANK, FSB ON November 15, 2004 and recorded in Official Records Book 22848, at Page 4901, together with that certain Assignment of Rents, Leases, Profits and Contracts recorded in Official Records Book 22848, at Page 4911, and together with that certain UCC-1 Financing Statement recorded in Official Records Book 22848, at Page 4916, all of the Public Records of Miami-Dade County, Florida, hereby consents to the above Amendment transferring the General Partner's interest and the Limited Partners' interests, as described herein. The sole purpose of executing this consent is to acknowledge the transfer.

WITNESSES:

Name: Scott Eisen
Please print

Name:
Please print

GIBRALTAR BANK, FSB

By:
As Its: SVP

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE}

I HEREBY CERTIFY that, on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared _____, as a Senior Vice President of GIBRALTAR BANK, FSB, who is personally known to me, or who has produced K Racquelle as identification, and who did not take an oath, but acknowledged before me the execution of the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 25 day of January, 2006.

NOTARY PUBLIC, STATE OF FLORIDA
Name:
Please Print
My commission expires:

SCOTT EISEN
MY COMMISSION # DD 255989
EXPIRES: December 5, 2007
Bonded Thru Notary Public Underwriters