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ACCOUNT NO. : 072100000032

REFERENCE : 385622 4365321

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 52.50

ORDER DATE : December 14, 2001

ORDER TIME : 11:25 AM

ORDER NO. : 385622-005

CUSTOMER NO: 4365321

CUSTOMER: Ms. Britta J. Bolin
Mansur & Company
875 N. Michigan Ave.

Chicago, IL 60611

FILED
01 DEC 17 PM 5:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

BK

NAME: CONTINENTAL HOLDING II LTD.

500004728565--0

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
01 DEC 17 PM 12:11
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER'S INITIALS: _____

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Continental Holdings II, 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 January 18, 2000, adopts the following certificate of amendment to its certificate of limited partnership.

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

Article VIII.

The general partner, Mansur & Company - Florida, Inc. shall withdraw.

The new general partner shall hereafter be Mansur Interests II, Ltd.,

an Illinois corporation, officed at 875 N. Michigan Avenue #3620,

Chicago, Cook County, Illinois.

F970000U3797

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

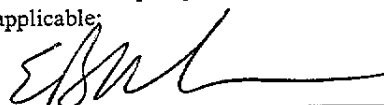
THIRD: Signature(s)

Signature of current general partner:



E. Barry Mansur, Chairman
Mansur & Company

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



E. Barry Mansur, President
Mansur Interests II,
an Illinois corporation

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