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Ltd / Amend

1.) TSCPR E.D.P. Partnership #5, Ltd. S.E.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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TALLAHASSEE, FLORIDA

3/14/00

SPECIAL INSTRUCTIONS

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

TSCPR E.D.P. PARTNERSHIP #5, LTD., S.E.

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

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DIVISION OF CORPORATIONS
00 MAR 14 PM 2:00

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 February 21, 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)

- (1) To amend Exhibit "A" as follows, whereas Gregory S. Sembler, the Limited Partner ("Assignee") desires to assign certain percentages of his Partnership Interests in this Limited Partnership to the following individuals:

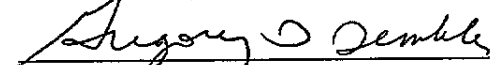
<u>General Partner</u>	<u>Original Percentage Interests</u>	<u>Original Capital Contribution</u>	<u>Amended Percentage Interests</u>	<u>Amended Capital Contribution</u>
TSCPR Florida, Inc.	1.00	\$ 1.00	1.0000	\$ 1.00
<u>Limited Partners</u>				
Melvin S. Sembler	0.00	0.00	18.0375	\$ 18.04
Brent W. Sembler	0.00	0.00	18.0375	\$ 18.04
Gregory S. Sembler	99.00	\$99.00	24.3750	\$ 24.37
Craig H. Sher	0.00	0.00	17.5500	\$ 17.55
Epifanio Fabregas	0.00	0.00	10.0000	\$ 10.00
Jeffrey S. Fuqua	0.00	0.00	2.0000	\$ 2.00
David E. Murphy	<u>0.00</u>	<u>0.00</u>	<u>9.0000</u>	<u>\$ 9.00</u>
	100.00	\$100.00	100.0000	\$100.00

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:

TSCPR Florida, Inc.


Gregory S. Sembler, President

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

