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THE KOHN PARTNERSHIP, L.P.

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June 27, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Goldfinger Worldwide Limited Partnership

400004139574--6
-05/07/01--01121--003
*****52.50 *****52.50

To Whom It May Concern:

Enclosed for filing is Certificate of Amendment to the Certificate of Limited Partnership of Goldfinger Worldwide Limited Partnership.


Also enclosed is a check in the amount of \$52.50. Please return a file-marked copy in the enclosed envelope.

Please call me if you have any questions concerning this matter.

Very truly yours,

THE KOHN PARTNERSHIP, L.P.

By:


Lynne Hullinger
Corporate/Trust Department Manager

FILED
01 MAY -7 PM 2001
TALLAHASSEE, FL

Enclosures

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5/21

A-1129

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
GOLDFINGER WORLDWIDE LIMITED PARTNERSHIP**

The name of this partnership is **GOLDFINGER WORLDWIDE LIMITED PARTNERSHIP**.

FIRST: Article 3 of the Certificate of Limited Partnership shall be deleted and the following substituted therein:

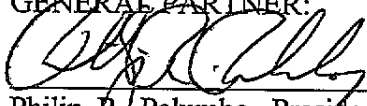
3. The name and mailing address of the general partner is: Goldfinger Worldwide Management, Inc., 9750 Miramar Road, Suite 300, San Diego, California 92126.

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

Third: Signatures of General Partner.

P-68849

GENERAL PARTNER:


Philip R. Palumbo, President of Goldfinger Worldwide Management, Inc., the sole General Partner

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