

A00000001203

Law Offices
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MJH 3/20

March 8, 2001

A-1203

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

00789-00657-00233-00676-00671
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-03/12/01--01137--001
*****61.25 *****61.25

BY COURIER

Re: PERADON CAPITAL FUND, LTD
Document # A0000001203

Dear Sir/Madam:

I herewith enclose for filing and return an original executed First Amendment to Agreement and Certificate of Limited Partnership of PERADON CAPITAL FUND, LTD.

I further enclose a check in the amount of \$ 61.25 to cover the following costs:

Filing Amendment	\$ 52.50
Certified Copy	8.75
	<u>\$ 61.25</u>

Thank you for handling. Please return the certified copy to address on this letterhead.

Sincerely yours,

Ledyard H. DeWees
Ledyard H. DeWees
Florida Bar No. 019426

LHD:bd
encl.

UP \$52.50
CERT 52.50

FILED
01 MAR 20 PM 5: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****43.75 *****43.75



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 14, 2001

LEDYARD H. DEWEES
270 N.W. 3RD COURT
BOCA RATON, FL 33432-3720

SUBJECT: PERADON CAPITAL FUND, LTD.
Ref. Number: A00000001203

We have received your document for PERADON CAPITAL FUND, LTD. and your check(s) totaling \$61.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

The fee to file your document is \$52.50. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

There is a balance due of \$43.75.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 401A00015677

FIRST AMENDMENT TO AGREEMENT & CERTIFICATE

OF

LIMITED PARTNERSHIP

OF

PERADON CAPITAL FUND, LTD.

01 MAR 20 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned, being the sole General Partner of **PERADON CAPITAL FUND, LTD.**, does hereby certify as follows:

1. The name of the limited partnership is: **PERADON CAPITAL FUND, LTD.**
2. The date of filing of the certificate of limited partnership with the Department of State, State of Florida is July 25, 2000. The document number is: A00000001203.
3. The General Partner is amending this Agreement and Certificate of Limited Partnership by its own action pursuant to the authority for such an amendment under Section 10.08 of the said Agreement and Certificate of Limited Partnership whereby the General Partner may amend the said Agreement in any manner that does not adversely affect any Limited Partner.
4. The effective date of this First Amendment shall be February 28, 2001.

NOW, THEREFORE, the Agreement and Certificate of Limited Partnership of **PERADON CAPITAL FUND, LTD.** is amended as follows:

Section 1.07 on Page 3 is revoked in its entirety and a new Section 1.07 is adopted as follows:

"Section 1.07 Fiscal Year and Fiscal Periods

The fiscal year of the Partnership shall be the calendar year and shall end on December 31 of each year, subject to change by the General Partner from time to time; provided, however, that the first fiscal year of the Partnership shall be the period beginning on the date that the Partnership commences business and ending on December 31, 2000. The term "Fiscal Period" means the period commencing on the first day of a given month during the fiscal year and ending at the completion of the last day of that month."

Section 8.01(b) on Page 13 is revoked in its entirety and a new Section 8.01(b) is adopted as follows:

"(b) If, at the end of a Fiscal Period, the Net Profits of the Partnership exceed the Net Losses, this excess which shall be identified as Net Distributable Profits (NDP), shall be allocated and credited to the Capital Accounts of the Partners as follows:(i) an amount equal to 80% of the NDP shall be allocated and credited to the Capital Accounts of the Limited Partners, and the remaining 20% of the NDP shall be allocated and credited to the Capital Account of the General Partner."

Section 3.01 on Page 5 is revoked in its entirety and a new Section 3.01 is adopted as follows:

"Section 3.01 Units of Partnership Interest"

All interests of Limited Partners shall be expressed in units of participation ("Units") or fractions thereof. Each unit shall represent an equal proportionate interest in the Partnership with each other Unit issued and outstanding. Upon formation of the Partnership, a Unit shall be the interest in the Partnership equivalent to a capital contribution, in cash, of Twenty Five Dollars (\$25.00) provided, however that a minimum of One Thousand (1,000) Units must be purchased unless this minimum purchase requirement is waived in the sole discretion of the General Partner. Subsequent to the time that the Partnership commences business, the price per Unit shall be determined based upon the Net Asset Value of the Partnership as defined in Section 7.02 herein. The General Partner reserves the right to issue fractional Units. There is no limit to the number of Units which may be offered, however, the General Partner reserves the right to terminate the offering at any time."

IN WITNESS WHEREOF, the General Partner, acting through its President has executed this First Amendment to the Agreement and Certificate of Limited Partnership of Peradon Capital Fund, Ltd. this 28th day of February, 2001.

PERADON CAPITAL FUND MANAGEMENT, LLC

By: _____



Frank C. Donnauro, President of
General Partner