

**Fleming,
Haile & Shaw P.A.**
Attorneys at Law



A010000000231

Three Golden Bear Plaza | Suite 300
11780 U.S. Highway One
North Palm Beach, Florida 33408
561.627.8100 | Fax: 561.622.7603

450 Royal Palm Way | Sixth Floor
Palm Beach, Florida 33480
561.833.5600 | Fax: 561.833.5604

fhsllaw.com

December 27, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

A01-231 12/31 change GP's

MJH

Re: **The Northrop Family Limited Partnership**

Dear Sir or Madam:

Enclosed please find the following:

1. A check in the amount of \$52.50
2. Certificate of Amendment to Certificate of Limited Partnership

After filing, please return Certificate to:

Eugene F. Pollingue, Esq.
Fleming, Haile & Shaw, P.A.
11780 U.S. Highway One
North Palm Beach, Florida 33408
Phone: (561) 627-8100
Fax: (561) 622-7603

500004744535--5
-12/31/01--01041--012
*****00.00 *****70.00

500004744535--3
-12/31/01--01041--013
*****52.50 *****52.50

Sincerely,

FLEMING, HAILE & SHAW, P.A.

By: *E. F. Pollingue, Jr.*
Eugene F. Pollingue, Jr.

FILED
01 DEC 31 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures
EFP/mte

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

THE NORTHROP FAMILY LIMITED PARTNERSHIP

Pursuant to the provisions of Section 620.019, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on February 12, 2001, adopts the following certificate of amendment to its certificate of limited partnership.

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

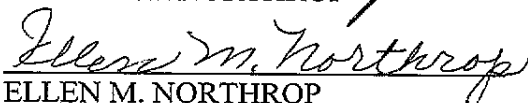
Article 3. is deleted in its entirety and the following is substituted in lieu thereof:

"The names of the General Partners of the Partnership are C. Arthur Northrop, Trustee of The C. Arthur Northrop Declaration of Trust u/a dated April 30, 1993, as amended, whose address is 10882 Egret Point Lane, West Palm Beach, Florida, 22412, Ellen M. Northrop, Trustee of the Ellen M. Northrop Declaration of Trust u/a dated April 30, 1993, as amended, whose address is 10882 Egret Point Lane, West Palm Beach, Florida 33412 and Ellen Joan Najarian whose address is 301 Spring Hill Road, Skillman, New Jersey 08558."

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

THIRD: Signatures of current general partners:


C. ARTHUR NORTHROP


ELLEN M. NORTHROP


ELLEN JOAN NAJARIAN


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC 31 PM 12:31

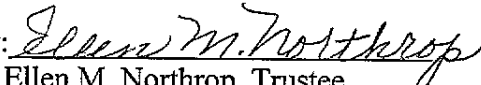
FILED

Signatures of new general partners:

The C. Arthur Northrop Declaration
Of Trust u/a Dated April 30, 1993,
As Amended

By: 
C. Arthur Northrop, Trustee

The Ellen M. Northrop Declaration
Of Trust u/a Dated April 30, 1993,
As Amended

By: 
Ellen M. Northrop, Trustee