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LIMITED PARTNERSHIP AMENDMENT

DNP PARTNERS, LTD.

A01-705

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$52.50

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**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
DNP PARTNERS, LTD.**

THIS CERTIFICATE OF AMENDMENT is made this 4th day of November, 2002, by DNP EQUITY, LLC, as the new general partner of DNP PARTNERS, LTD. (the "Partnership"). The undersigned certifies as follows:

1. The name of the limited partnership is DNP PARTNERS, LTD.
2. This Certificate of Limited Partnership of the Partnership was originally filed with the Florida Secretary of State on May 22, 2001.
3. This Certificate of Limited Partnership is amended to indicate that DNP EQUITY CORP., the general partner, has withdrawn from the Partnership and is being replaced by DNP EQUITY, LLC. Therefore, Section 4 of the Partnership's Certificate of Limited Partnership has been amended to read as follows:

"4. The name and business address of the general partner is as follows:

DNP EQUITY, LLC

2300 Glades Road, Suite 100E
Boca Raton, Florida 33431."

L02-29258

4. This Certificate of Amendment is made in accordance with Section 620.109 of the Florida Statutes.

DNP EQUITY CORP., as withdrawing
general partner

By: [Signature]
William R. Greenfield, President

DNP EQUITY, LLC, a Florida limited
liability company, as new general partner

By: [Signature]
William R. Greenfield, Manager

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