

A01000000831

LAW OFFICES
MISHAN, SLOTO, GREENBERG & HELLINGER, P.A.
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James R. Sloto, Esq.
jsloto@mishansloto.com

August 30, 2001

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

800004568688--0
-09/04/01--01124--001
***1610.00 ***1610.00

Re: The Metcalfe Family Limited Partnership
Our File No. R98.001

Dear Sir or Madam:

800004568688--0
-10/09/01--01012--006
****140.00 ****140.00

Enclosed for filing is a Certificate of Amendment to Certificate of Limited Partnership of The Metcalfe Family Limited Partnership, together with our firm's check no. 26536 in the amount of \$1,610.00, representing the fees attributed to the additional capital contribution by limited partners.

Should you have any questions, please feel free to call me.

Very truly yours,


Jeanette Ruiz
Legal Assistant

FILED
OCT -8 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

F:\DATA\METCALFE\FLP\SECSTATE\LTR

A01-831
OK

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE METCALFE FAMILY LIMITED PARTNERSHIP, L.P.**

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on June 21, 2001, and assigned document no. A01000000831 adopts the following certificate of amendment to its certificate of limited partnership.

Paragraph 6., Capital Contributions, shall be amended to read as follows:

The undersigned herewith affirms that the total amount of Capital Contributions which the Limited Partners have contributed to date or shall contribute is \$987,250.77.

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

GENERAL PARTNER:

Virginia L. Metcalfe

VIRGINIA L. METCALFE

DATE: *July 7, 2001*

F:\DATA\METCALFE\FLP\AMENDMEN.CER

FILED
01 OCT -8 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 11, 2001

JEANETTE RUIZ
MISHAN, SLOTO GREENSBERG
200 SOUTH BISCAYNE BLVD., SUITE 3000
MIAMI, FL 33131-2328

SUBJECT: THE METCALFE FAMILY LIMITED PARTNERSHIP, L.P.
Ref. Number: A01000000831

We have received your document for THE METCALFE FAMILY LIMITED PARTNERSHIP, L.P. and check(s) totaling \$1610.00. However, the document has not been filed and is being retained in this office for the following reason(s):
LIMITED PARTNERSHIP CERTIFICATE/APPLICATION BASIC FEES

Filing fees \$52.50 minimum - \$1750 maximum
Registered Agent Designation \$35

The filing fee is based on the total amount contributed and anticipated to be contributed by the limited partners as shown in the affidavit at a rate of \$7 per \$1000. The filing fee for an Application to Register a Foreign Limited Partnership is based on the total amount contributed by the limited partners allocated for the purpose of transacting business in the State of Florida at a rate of \$7 per \$1000.

Certified Copy	\$52.50
(15 pages or less, \$1 for each additional page after initial 15 pages)	
Registered Agent/Office Change	\$35
Name Reservation	
(120 days nonrenewable)	\$35
Amendment	
(other than specified)	\$52.50
Affidavit Decreasing Contributions	\$52.50
Affidavit Increasing Contributions	
\$7 per \$1000 on increase only	
(\$52.50 minimum-\$1750 maximum)	
Certificate of Status or Fact	\$8.75
Cancellation	\$52.50
Resignation of Registered Agent	\$87.50
LP Annual Report/Uniform Business Report	
\$7 per \$1000 of invested capital	
(\$52.50 minimum - \$437.50 maximum)	
plus Supplemental Fee of \$138.75	
Reinstatement	

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01 OCT -8 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(\$500 for each year or part thereof the
partnership was revoked plus the delinquent
annual report/uniform business report fees)
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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 801A00051039

FILED
01 OCT -8 PM 5: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES
MISHAN, SLOTO, GREENBERG & HELLINGER, P.A.

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James R. Sloto, Esq.
jsloto@mishansloto.com

October 4, 2001

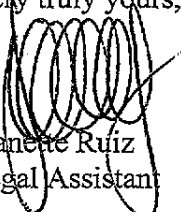
Secretary of State
Division of Corporations
Attn: Tammi Cline
Document Specialist
409 East Gaines Street
Tallahassee, FL 32399

Re: The Metcalfe Family Limited Partnership
Letter No. 801A00051039
Ref. No. A01000000831
Our File No. R98.001

Dear Ms. Cline:

Enclosed please find our firm's check in the amount of \$140.00, representing the balance of the filing fee for the above-referenced limited partnership.

Very truly yours,


Jeanette Ruiz
Legal Assistant

Enclosures

F:\DATA\METCALFE\FLP\SECSTATE.LT2

FILED
01 OCT -8 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA