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THE HAMILTON GROUP

P.O. Box 557035 MIAMI, FLORIDA 33255

Bent Tree Commercial Park 13926 S.W. 47 Street Miami, Florida 33175

TELEPHONE (305) 551-6770 FAX (305) 551-0747

May 12, 2004

Florida Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Re: Bent Tree Commercial Park III Ltd. Document #A02000000771

Dear Sirs:

Enclosed you will find an original Certificate of Amendment to the Certificate of Limited Partnership of the captioned partnership.

We have also enclosed a check in the amount of \$105.00 to cover the Amendment fee and a certified copy, to be mailed to:

Antonio Prado P. O. Box 557035 Miami, FL 33255

If you have any questions please contact the undersigned, during business hours, at: (305) 551-6770. Thank you.

Very truly yours,

Antonio Prado

AP:cm

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CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF

Bent Tree Commercial Park III Ltd.

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on May 23, 2002, adopts the following certificate of limited partnership.

ARTICLE I

The following articles of the original Certificate of Limited Partnership of Bent Tree Commercial Park III, Ltd. shall be amended, as further described in **Exhibit A** attached hereto: Articles 2, 3, 4, 5, 6 and 8.

ARTICLE II

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

ARTICLE III

By this signature, the undersigned approve this certificate of amendment to the certificate of limited partnership:

BENT TREE COMMERCIAL PARK III, Ltd.,

a Florida limited partnership

By:

Antonio Prado, as President of its current General Partner, Bayside International Realty, Inc.

THE HAMILTON GROUP, INC.,

a Florida corporation

By:

Antonio Prado, President of the new General Partner.

Bent Tree Commercial Park III Ltd. (Document #A0200000771) "Exhibit A"

- 2. The location of the registered office and principal place of business of the Limited Partnership shall be at 6405 S.W. 50 Street, Miami, Florida 33155. The General Partner (as defined below) may establish additional places of business for the Limited Partnership when and where required by the Limited Partnership's business.
- 3. The "Registered Agent" for Service of Process for the Limited Partnership shall be THE HAMILTON GROUP, INC., a Florida corporation, or such other person or entity as the General Partner (as defined below) may designate from time to time at any time by written notice thereof delivered to the Limited Partners ten (10) days prior to any such change.
- 4. The Registered Agent's address shall be located at 6405 S.W. 50 Street, Miami, Florida 33155.

5. ACCEPTANCE BY REGISTERED AGENT

Having been designated as registered agent for BENT TREE COMMERCIAL PARK III, LTD, a FL limited partnership, at the location designated above, the undersigned hereby agrees to accept service of process for the Limited Partnership and to comply with all statutes and regulations promulgated thereunder relative to the complete and proper performance of the duties of a registered agent.

Dated this 11th day of MAY 2004.

THE HAMILTON GROUP, INC., a Florida corporation

By:

Antonio Prado, President

- 6. The mailing address of the Limited Partnership is P.O. Box 557035, Miami, Florida 33255.
- 8. THE HAMILTON GROUP, INC., a Florida corporation, located at 6405 S.W. 50 Street, Miami, Florida 33155 shall be the new general partner (the "General Partner") of this Limited Partnership. Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

571753

Signed this 11^{th} day of MAY, 2004.

GENERAL PARTNER

THE HAMILTON GROUP, INC., a Florida corporation

BY: Antonio Prado

ITS: President