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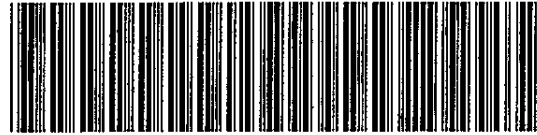
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MURAI WALD BIONDO MORENO & BROCHIN

PROFESSIONAL ASSOCIATION
ATTORNEYS

900 INGRAHAM BUILDING
25 SOUTHEAST 2ND AVENUE
MIAMI, FLORIDA 33131

TEL: (305) 358-5900
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SENDERS E-MAIL:

August 23, 2004

Via FedEx

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

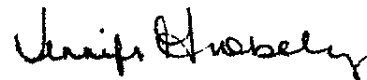
Re: Lecesse 2004 Fund Limited Partnership
Our File No. 1706-000

Dear Sir or Madam:

Please find enclosed an Amendment to Certificate of Limited Partnership for Lecesse 2004 Fund Limited Partnership, which deletes the current General Partners, and names Lecesse Fund GP Limited Partnership as the new General Partner. I am also enclosing a check in the amount of \$52.50 which represents the cost to file the amendment.

If you have any questions, or if there are any problems, please do not hesitate to contact me at (305) 358-5900 ext. 304. Thank you.

Sincerely,



Jennifer Grobelny

04 AUG 24 PM 1:23

THIS INSTRUMENT PREPARED BY:
Maria Victoria Currais, Esq.
Murai Wald Biondo Moreno & Brochin, P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
LECESSE 2004 FUND LIMITED PARTNERSHIP

Pursuant to the provisions of Florida Statute, LECSSE 2004 FUND LIMITED PARTNERSHIP, whose certificate was filed with the Florida Secretary of State on July 28, 2004 under document number A04000001244 adopts the following amendment to its Certificate of Limited Partnership.

1. Item 3 which states the names of the general partners is deleted in its entirety and replaced with the following:

''3. The name and principal place of business of the sole General Partner is as follows:

General Partner: Lecesse Fund GP Limited Partnership
 2221 Lee Road
 Suite 28
 Winter Park, FL 32789''

2. This Amendment shall be effective at the time of filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned, being duly sworn, have certified, sworn to and agreed to the foregoing this 20th day of August, 2004.

GENERAL PARTNER:

LECESSE FUND GP LIMITED
PARTNERSHIP, a Florida limited
partnership

BY: LECSSE FUND GP, INC., a
Florida corporation

By: Frank K. Gross
Name: Frank K. Gross
Title: Vice President

DIVISION OF
04 AUG 2004
PM 1:24

JOINDER OF WITHDRAWING GENERAL PARTNER

Lecesse Fund GP, Inc., as withdrawing general partner of Lecesse 2004 Fund Limited Partnership, hereby joins into and consents to the filing of the Certificate of Amendment of the Certificate of Limited Partnership of Lecesse 2004 Fund Limited Partnership which replaces Lecesse Fund GP, Inc. as general partner and lists Lecesse Fund GP Limited Partnership as the new sole general partner.

WITHDRAWING GENERAL PARTNER:

Lecesse Fund GP, Inc., a Florida corporation

By:

FK. Gross
Name: Frank K. Gross
Title: Vice President

04 AUG 24 PM 1:24
DIVISION OF REVENUE