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EP/HELP AMENDMENT/RESTATEMENT/CORRECTION

BROCKWAY MORAN & PARTNERS IBC ASSOCIATE CO-INVEST FU

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

Brockway Moran & Partners IBC Associate Co-Invest Fund, Ltd.

(Insert name currently on file with Florida Department of State)

Pursuant to the provisions of section 620.1202, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on March 31, 2005, adopts the following certificate of amendment to its certificate of limited partnership.

**FIRST:** Amendment(s): (Indicate information being amended, added, or deleted)

Article I - Name

The name of the limited partnership is Brockway Moran & Partners Associate Co-Invest Fund, Ltd.

**SECOND:** Effective date, if other than the date of filing: \_\_\_\_\_

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature(s) of a general partner(s)\*:

(\*Note: If adding or deleting an election to be a limited liability limited partnership statement, all general partners must sign the amendment.)

**BROCKWAY MORAN & PARTNERS IBC ASSOCIATE  
CO-INVEST FUND, LTD.**

By: Brockway Moran & Partners, Inc., its General Partner

By: \_\_\_\_\_

Name: Peter W. Klein

Title: Vice President

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