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Division of Corporations

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LIMITED PARTNERSHIP AMENDMENT

COCOA INVESTORS, LTD.

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**STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership as identified in the records of the Florida Department of State:

Cocoa Investors, Ltd.

Limited partnership's Florida document number: A05000001618

2. Suffix adopted for the above named partnership:(LLLP, L.L.L.P.) **LLLP**

3. The street address of its chief executive office:(if different from current recorded address):

4. The street address of principal office in Florida: (if different from above):

5. The limited partnership hereby elects to be a limited liability limited partnership.

6. The effective date of this filing shall be as of the date this document is filed with the Florida Secretary of State.

7. The name and Florida street address of the partnership's agent for service of process:

**Norman S. Weinstein
75 NE 6th Avenue, Ste. 103
Delray Beach, Florida 33483**

The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this 18th day of August, 2005.

Stateside Capital, LLC, a Florida limited liability
company, General Partner

By: Stateside Capital Corp, a Florida corporation
Its: Manager

By: Norman S. Weinstein
Norman S. Weinstein, President

By: Norman S. Weinstein
Norman S. Weinstein as Limited Partner and
not in his individual capacity

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