

SEGREDO & WEISZ

ATTORNEYS AT LAW

A Partnership Including Professional Associations

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A05171

November 23, 1999

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

Re: Sunrise Harbour Ltd.
Doc.# A05171
Our File No. 481-0937

500003054155--6
-11/24/99--01057--006
****105.00 ****105.00

Gentlemen:

Enclosed please find an original, executed Certificate of Amendment to Certificate of Limited Partnership of Sunrise Harbour, Ltd. The purpose of the amendment is to change the general partner of Sunrise Harbour, Ltd. and the registered agent.

The current general partner has been declared incapacitated by the court and co-guardians have been appointed to represent her in all legal matters. A copy of the letters of guardianship is enclosed herewith.

We are also enclosing a check in the amount of \$105.00 to cover the cost of filing the amendment and certified copies. We ask that the certified copies be sent to us in the enclosed Federal Express envelope.

Please call our office with any questions and/or comments.

Very truly yours,

Carmen Moore
Carmen C. Moore
Secretary to
Michel O. Weisz

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SUNRISE HARBOUR 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 August 13, 1976, adopts the following certificate of amendment to its certificate of limited partnership as amended on July 9, 1992.

FIRST: Amendments:

Paragraph 5 of the Amended Certificate of Limited Partnership of Sunrise Harbour, Ltd. filed on July 9, 1992 is amended to reflect that the new general partner shall be Cathie Ellen Gould McCallum, whose address is: c/o Michel O. Weisz, P.A., 901 Ponce de Leon Boulevard, Suite 601, Coral Gables, Florida 33134.

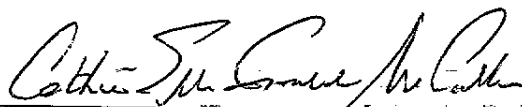
Paragraph 5 is further amended to reflect that Drago, Inc. is a limited partner as of April 8, 1993, replacing Dennis I. Gould.


The Certificate of Limited Partnership is additionally amended to reflect that the new registered agent shall be Michel O. Weisz, Esquire, 901 Ponce de Leon Boulevard, Suite 601, Coral Gables, Florida 33134

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

THIRD: Signatures

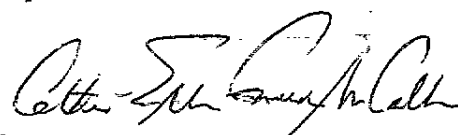
Signature of current general partner:


Cathie Ellen Gould McCallum
Co-Guardian of Estelle Gould, an
Incapacitated Person


Dr. Harold White
Co-Guardian of Estelle Gould, an
Incapacitated Person

Signature of new general partner:

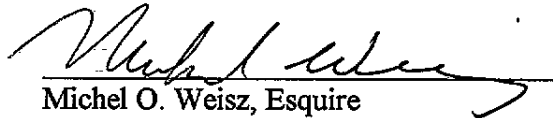
November 23, 1999


Cathie Ellen Gould McCallum

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TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of process for the above stated Limited Partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: November 23, 1999


Michel O. Weisz, Esquire

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TALLAHASSEE, FLORIDA