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re Restaurant, Ltd. 90 Edgewater Drive, Suite 702 Coral Gables, FL 33133

October 1, 2003

Florida Dept. of State Division of Corporations Limited Partnership Section P.O. Box 6327 Tallahassee, FL 32314

Amend Certificate of Limited Partnership Re: Grove Restaurant, Ltd.

Gentlemen:

Enclosed are two signed copies of a "Certificate to Amend", a photocopy of the current Annual Certificate and a check for \$113.75. The additional amount is to cover the cost of sending me a certified copy of the amendment (\$52.50) and also a revised annual Certificate of Status (\$8.75) that will show the new General Partners.

As the new General Partner, my address is shown below. I continue to be the Registered Agent, and the documents should be sent to me.

Thank you.

Sincerely yours,

Spencer B. Meredith

90 Edgewater Drive, Ste

90 Edgewater Drive, Ster Coral Gables, FL 33133

Telephone & Fax:

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF GROVE RESTAURANT, LTD.

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on January 7, 1977, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Article 4 is amended as follows:

Serta B. Moore

4. The name and place of residence of each General Partner interested in the partnership are as follows:

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	NAME		PLACE OF RESIDENCE

Spencer B. Meredith 90 Edgewater Drive, #702 Coral Gables, FL 33133

Craig M. Bell 1704 Jennings Way Paoli, PA 19301

The name and place of residence of each Limited Partner interested in the partnership are as follows:

NAME	PLACE OF RESIDENCE
Carey O. Cook	Menlo Park, CA 92025 AFR CA 286 Land-0-Lakes Port SA Atlanta, GA 30342
Bevelyn L. Hardy	286 Land-O-Lakes Port
Mary Kagelman	55 Éast End Avenue, #1855 New York, NY 10028
George Kunde	17401 Old Cutler Road Miami, FL 33157
Tom Lummis	808 Riverview Drive Marietta, GA 30067
Maria Marlow	3526 Saint Gaudens Court Miami, FL 33133
Silka L. Meredith	90 Edgewater Drive, #702 Coral Gables, FL 33133
Margaret B. Walker	332 Exeter Road Devon, PA 19333

1704 Jennings Way Paoli, PA 19301 GROVE RESTAURANT, LTD. Certificate of Amendment (continued)

SECOND: Article 5 is amended as follows:

5. The partnership shall exist for a period commencing on the original date of filing of the Certificate of Limited Partnership on January 7, 1977, until December 31, 2014, unless terminated earlier or extended by action of both General Partners.

THIRD: This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

FOURTH:

Signature of current General Partner:

Craig M. Bell

Signature of new General Partner:

Spencer B. Meredith

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