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January 15, 1997

FEDERAL EXPRESS

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

100002062331--9
-01/17/97--01101--013
*****87.50 *****87.50

900002077659--8
-02/05/97--01001--002
*****17.50 *****17.50

Re: Amendment to Certificate of Limited Partnership of M.E.P. Wind-Up
Limited Partnership (formerly Medical Education Programs Ltd.)

Dear Sir or Madam:

I have enclosed for filing with the Division of Corporations an original and two copies of a Certificate of Amendment of Limited Partnership from Medical Education Programs, Ltd. The amendment reflects the transfer of certain limited partnership units but does not change the capitalization of the limited partnership. Once filed, I would appreciate your forwarding a certified copy of the Certificate of Amendment to the undersigned at the above address. I have enclosed a check drawn in the amount of \$87.50 made payable to the Florida Department of State. This amounts covers the \$35.00 filing fee and the \$52.50 for the certified copy.

Thank you for your assistance in this matter. If you have any questions, please telephone me.

Best regards,

John H. Vogel
John H. Vogel

Enclosures

A06239

Name	<i>John H. Vogel</i>
Availability	<i>1-30</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. V...	<i>[Signature]</i>

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ORIGINAL

**CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF M.E.P. WIND-UP LIMITED PARTNERSHIP
(formerly Medical Education Programs, Ltd.)**

The General Partner, pursuant to the provisions of Section 620.109 of the Florida Statutes and Paragraph 21(a) of the Limited Partnership Agreement, hereby further amends the Certificate of Limited Partnership, originally filed January 3, 1978, as follows:

The capitalization of the Limited Partnership is represented by 35 Limited Partnership Units, as defined in the Limited Partnership Agreement, each in the value of \$5,800, representing total Limited Partnership capital of \$203,000.00.

FIRST: The Certificate of Limited Partnership shall be amended as follows:

The "Limited Partners," as defined in Section 5(i) of the Limited Partnership Agreement, and the respective number of Limited Partnership Units held by each, are as follows:

LIMITED PARTNERS

Names and Address

**Number of Limited
Partnership Units**

Waco Cardiology Associates
Profit Sharing Fund
c/o M. Wayne Falcone, M.D.
Waco Cardiology Associates
P.O. Box 2589
Waco, Texas 76702

1

James L. Gallagher
Custodian for each of
John Joseph Gallagher,
James Louis Gallagher, and
Peter Robert Gallagher,
Tenants in Common
18 Lincoln Street
Lakeville, Massachusetts 02347

1

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Names and AddressNumber of Limited
Partnership Units

Harold J. Kissell
896 Westport Road
Easton, Connecticut 06612

24

Virginia Spreen, Trustee of
the Virginia F. Spreen
Revocable Trust
P. O. Box 510112
Key Colony Beach, Florida 33051-0112

1

John C. Thomas
351 E. 84th Street, Apt. 17E
New York, New York 10028

1

Joseph Wetzel
2420 Meadows Drive
Park City, Utah 84060

1

Sidney Jeffcoat
131 Spoonwood Road
Wilton, Connecticut 06897

4

Robert Wilson
8 Jan Court
Montvale, New Jersey 07645

2

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SECOND: This Certificate of Amendment shall be duly filed by the General Partner with the Office of the Secretary of State of the State of Florida pursuant to the powers granted to the General Partner by the Limited Partners pursuant to the terms of paragraph 20(a)(1) of the Limited Partnership Agreement. This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

IN WITNESS WHEREOF, the General Partner has signed this Amendment as of the ___ day of January, 1997.

By:


Harold J. Kissell,
General Partner

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STATE OF CONNECTICUT)

COUNTY OF FAIRFIELD)

ss:

On this 14th day of January, in the year 1997, before me, the undersigned, a Notary Public of the State of Connecticut, duly commissioned and sworn, personally appeared Harold J. Kissell, known to me to be the person whose name is subscribed to the within instrument, and swore and acknowledged under oath before me that he executed the same in the capacities therein expressed and pursuant to proper authority.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

Jarvis K. Schweden
Notary Public, State of Connecticut

My commission expires: December 31, 1997

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