

A06239

PATTON BOGGS, L.L.P.
555 M STREET, N.W.
WASHINGTON, D.C. 20037-1550
(202) 457-6000

FACSIMILE (202) 457-6315

WRITER'S DIRECT DIAL

(202) 457-5693

September 4, 1997

VIA FEDEX

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
Attn: Limited Partnership Division

600002285736--5
-09/05/97--01079--001
****105.00 ****105.00

Re: Certificate of Amendment of Limited Partnership of
M.E.P. Wind-Up Limited Partnership (formerly Medical
Education Programs, Ltd.) (Doc. No. A06239)

To Whom It May Concern:

Enclosed please find an executed Certificate of Amendment to the Certificate of Limited Partnership of M.E.P. Wind-Up Limited Partnership (formerly Medical Education Programs, Ltd.) which I request be filed with the Secretary of State of the State of Florida. Once the enclosed Certificate of Amendment is filed, I would like to receive a certified copy of the filed Certificate of Amendment.

In addition to the Amendment, enclosed also please find a check in the amount of \$105.00 to cover the \$52.50 fee to file a Certificate of Amendment of Limited Partnership and the \$52.50 fee to receive a certified copy of the filed Amendment.

I thank you in advance for your assistance in this matter.

Very truly yours,

Jennifer A. Wiegler
Jennifer A. Wiegler

Enclosures: a/s

cc: Mr. Harold J. Kissell
John H. Vogel, Esq.
George J. Schutzer, Esq.

#213494.4

Name	AL 10-21
Availability	
Document Examiner	AL
Updater	AL
Updater Verifier	AL
Acknowledgment	
W. P. Verifier	AL



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 9, 1997

JENNIFER A. WIEGLEB
PATTON BOGGS, L.L.P.
2550 M STREET, N.W.
WASHINGTON, DC 20037-1350

SUBJECT: M.E.P. WIND-UP LIMITED PARTNERSHIP
Ref. Number: A06239

We have received your document for M.E.P. WIND-UP LIMITED PARTNERSHIP and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 297A00044803

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 21 PM 1:54

PATTON BOGGS, L.L.P.
2550 M STREET, N.W.
WASHINGTON, D.C. 20037-1350
(202) 457-6000
FACSIMILE: (202) 457-6315

WRITER'S DIRECT DIAL
(202) 457-5693

October 20, 1997

VIA FEDEX

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
Attn: Ms. Tammi Cline, Limited Partnership Division

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 21 PM 1:54

Re: Certificate of Amendment of Limited Partnership of
M.E.P. Wind-Up Limited Partnership (formerly Medical
Education Programs, Ltd.) (Doc. No. A06239)

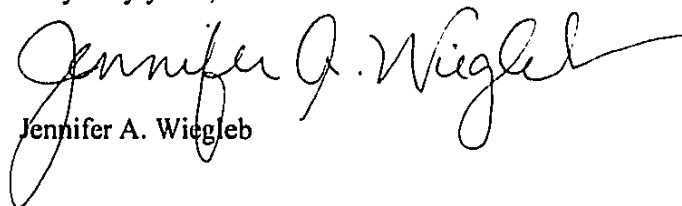
Dear Ms. Cline:

Per your enclosed request dated September 9, 1997 (letter number 297A00044803), I have changed the effective date of the enclosed, executed Certificate of Amendment to the Certificate of Limited Partnership of M.E.P. Wind-Up Limited Partnership (formerly Medical Education Programs, Ltd.) to the date of the filing. I request that the enclosed Certificate of Amendment be filed with the Secretary of State of the State of Florida. Once the enclosed Certificate of Amendment is filed, I would like to receive a certified copy of the filed Certificate of Amendment.

Please note that we have already forwarded a check payable to the Secretary of State of the State of Florida in the amount of \$105.00 to cover the cost of the filing and the receipt of a certified copy of the filing.

Please contact me at 202-457-5693 if you have any questions. I thank you in advance for your assistance in this matter.

Very truly yours,


Jennifer A. Wiegler

Enclosures: a/s

**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 13, 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: Paragraph 23 of the Certificate of Limited Partnership shall be amended to include the following:

(1) Notwithstanding any provision in any of the preceding subparagraphs of this Paragraph 23 or in Paragraph 19 to the contrary, if the Partnership sells substantially all of its assets on or before December 31, 1996, substantially in accordance with that certain Summary Of Principal Terms of Proposed Purchase Of Assets Of Medical Education Programs, Ltd. circulated to the Partners on October 31, 1996, and in connection with or as a result of such sale the Partnership pays or is obligated to pay bonuses to employees (including a previously accrued bonus to Dorothy Gezurian) (the "Employee Bonuses"), any loss or deductions attributable to such Employee Bonuses shall be specially allocated 100% to the General Partner and the General Partner's rights to distributions from proceeds of such sale (as otherwise provided in this Agreement) shall be reduced by the amount of loss or deduction so allocated. This subparagraph shall apply to a maximum of one million dollars (\$1 million) of Employee Bonuses payable by reason of or in connection with the closing of the sale and to an additional one million dollars (\$1 million) of Employee Bonuses that are deferred pending payment of the principal on the subordinated note received by the Partnership in connection with such sale. The reduction in distributions provided for in this subparagraph shall be matched as closely as possible with the timing of the payment of Employee Bonuses for which losses are specially allocated to the General Partner.

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 as of the filing date.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 21 PM 1:54

IN WITNESS WHEREOF, the General Partner has signed this Amendment as of the 3rd day of December, 1996.

By: Harold J. Kissell
Harold J. Kissell,
General Partner

STATE OF CONNECTICUT)
)
COUNTY OF FAIRFIELD) ss: EASTON

On this 26th day of August, 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.

Elizabeth A. Pander
Notary Public, State of Connecticut
ELIZABETH A. PANDER



My commission expires: Sept. 30, 2000

97 OCT 21 PM 1:54
SECRETARY OF STATE
DIVISION OF CORPORATIONS