

Law Offices
of
EVAN R. MARBIN & ASSOCIATES, P.A.

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Miami, Florida 33131

EVAN R. MARBIN•
DANIEL S. MOSKOVITZ

• Also Admitted in Texas

Tel: (305) 371-2248
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A07724

February 2, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200002768352--1
-02/08/99-01165-002
*****52.50 *****52.50
200002768352--1
-02/08/99-01165-003
*****2.00 *****2.00

RE: Byron Flagler, Ltd. - Certificate of Amendment to Certificate of Limited Partnership
Our Client File No.: BY-780.1

Dear Sir or Madam:

Enclosed please find the following for your action:

1. Original Certificate of Amendment to Certificate of Limited Partnership of Byron Flagler, Ltd.;
2. A check made payable to the *Department of State* in the amount of \$52.50 representing the fee for filing the Certificate; and
3. A check in the amount of \$2.00 for forwarding a copy of the filed Certificate to our office.

If you have any questions or require further information please contact the undersigned at (305) 371-2248. Thank you in advance for your cooperation in this matter.

Sincerely,

Evan R. Marbin & Associates, P.A.

Daniel Moskowitz

Daniel Moskowitz, Esq.

A07724

Encl.

FILED
99 MAR -5 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
BYRON FLAGLER, LTD.**

Pursuant to the provisions of section 620.109, Florida Statutes, the undersigned being all the general partners of Byron Flagler, Ltd., a Florida limited partnership (the "Partnership"), whose certificate was filed with the Florida Department of State on July 23, 1979, as amended, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: The certificate of limited partnership is amended as follows:

1. Mark Gurman has withdrawn as a General Partner and no longer is a partner of the Partnership. The General Partner interest of Mark Gurman has been assigned to Sergio Rok. Sergio Rok's address is: 48 East Flagler Street, Penthouse 105, Miami, Florida 33131.
2. Issac Muhtar has withdrawn as a Limited Partner and no longer is a partner of the Partnership. The limited partner interest of Isaac Muhtar has been assigned to Herzel Mear. Herzel Mear's address is: 643 Oleander Drive, Hallandale, Florida 33009.
3. Marcos Morjain has withdrawn as a Limited Partner and no longer is a partner of the Partnership. The limited partner interest of Marcos Morjain has been assigned to Natan Rok, as Trustee. Natan Rok's address is: 48 East Flagler Street, Penthouse 105, Miami, Florida 33131.
4. The Partnership has changed its registered agent from Max R. Silver, whose address is: 150 SE 2nd Ave, #500, Miami, Florida 33131, to Evan R. Marbin, Esq. whose address is: 48 East Flagler Street, PH-104, Miami, Florida 33131. Such change was authorized by all the general partners of the Partnership.

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

THIRD: IN WITNESS WHEREOF, the undersigned general partners have executed this Amendment to Certificate of Limited Partnership as of this _____ day of January, 1999.



NATAN ROK



BENNY KOZOLCHYK

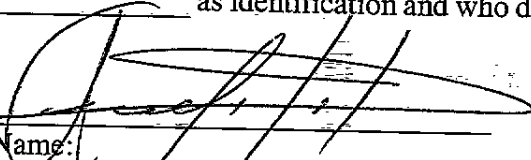


SERGIO ROK

FILED
99 MAR -5 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19th day of January, 1999, by Natan Rok, as a general partner of Byron Flagler, Ltd., a Florida limited partnership, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.


Name: _____

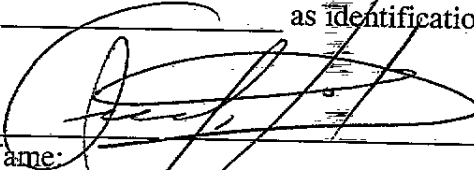
NOTARY PUBLIC, State of Florida
Commission No.:

My Commission Expires: Irene Del Sol
MY COMMISSION # CC647563 EXPIRES
September 8, 2001
BONDED THRU TROY FAIR INSURANCE, INC.



STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19th day of January, 1999, by Benny Kozolchyk, as a general partner of Byron Flagler, Ltd., a Florida limited partnership, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.


Name: _____

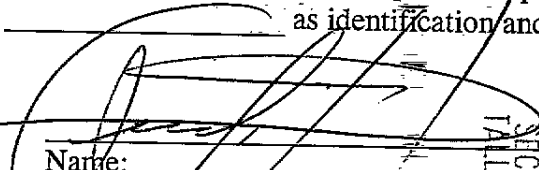
NOTARY PUBLIC, State of Florida
Commission No.:

My Commission Expires: Irene Del Sol
MY COMMISSION # CC647563 EXPIRES
September 8, 2001
BONDED THRU TROY FAIR INSURANCE, INC.



STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19th day of Janaury, 1999, by Sergio Rok, as a general partner of Byron Flagler, Ltd., a Florida limited partnership, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.


Name: _____

NOTARY PUBLIC, State of Florida
Commission No.:

My Commission Expires:



Irene Del Sol
MY COMMISSION # CC647563 EXPIRES
September 8, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

**ACCEPTANCE TO ACT AS REGISTERED AGENT
OF BYRON FLAGLER, LTD.**

Pursuant to the provisions of section 620.192(2), Florida Statutes, the undersigned being the new registered agent of Byron Flagler, Ltd., a Florida limited partnership (the "Partnership"), whose certificate was filed with the Florida Department of State on July 23, 1979, as amended, states as follows:

I hereby am familiar with and accept the duties and responsibilities as registered agent for Byron Flagler, Ltd., a Florida limited partnership.

Signed on the 19 day of February, 1999



EVAN R. MARBIN, ESQ.
Registered Agent for Byron Flagler, Ltd.,
a Florida limited partnership

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA