

Division of Corporations

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# A10987

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## LIMITED PARTNERSHIP AMENDMENT

GCB ASSOCIATES, LTD.

*① QR must be filed first.*

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**THIRD AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF GCB ASSOCIATES, LTD.**

Pursuant to the provisions of Section 620.109, Florida Statutes, GCB ASSOCIATES, LTD., a Florida limited partnership, (sometimes, the "Limited Partnership") whose Certificate of Limited Partnership was originally filed with the Florida Department of State on August 13, 1981, as amended on October 30, 1984, and on December 27, 1991, hereby makes and files with the Florida Department of State this Third Amendment to its Certificate of Limited Partnership for the purpose of further amending the original Certificate, as previously amended.

FIRST: Pursuant to that certain Amendment to the Agreement of Limited Partnership of GCB Associates, Ltd., effective December 31, 1997, Sparknight, a California corporation (qualified to do business in Florida as Sparknight, Inc.), withdrew as a general partner of GCB Associates, Ltd., and its one percent (1%) general partnership interest in the Limited Partnership was converted into a one percent (1%) limited partnership interest, thereby increasing Sparknight's total interest in GCB Associates, Ltd., to a forty percent (40%) limited partnership interest. Sparknight (U.S.), Inc., a Florida corporation, is now the sole remaining general partner.

SECOND: Article IV of the Certificate is deleted, and is amended to read as follows:

The name and address of the general partner is as follows:

Sparknight (U.S.), Inc. c/o CT Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324

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

FOURTH: In all other respects, the Limited Partnership's Certificate of Limited Partnership, as previously amended, remains unchanged.

SPARKNIGHT (U.S.), INC., a Florida corporation, general partner

By: [Signature]  
Its: President  
Dated: January 25, 1999

This document was prepared by:  
William A. Beckett, Esquire  
Florida Bar Number: 0355674  
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LOWNDES DROSDICK

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SPARKNIGHT, a California corporation, qualified to  
do business in Florida as SPARKNIGHT, INC.,  
withdrawing general partner

By: *[Signature]*  
Its: President  
Dated: January 25, 1999

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