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P. O. BOX 1669 (ZIP 33757)  
CLEARWATER, FLORIDA 33756  
(727) 441-8966 FAX (727) 442-8470

IN REPLY REFER TO:

April 5, 2000

Post Office Box 1669  
Clearwater, FL 33757

Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

000003200370--9  
-04/07/00--01084--008  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: 44<sup>th</sup> Street Industrial Park Limited Partnership

Dear Sir/Madam:

Please record the enclosed original First Amendment to Agreement of Limited Partnership for 44<sup>th</sup> Street Industrial Park Limited Partnership in your records. Also enclosed is our check for \$52.50 which represents the filing fee.

I would appreciate it if you would date stamp the enclosed copy of the Amendment and return it to my attention in the enclosed envelope.

Thank you for your assistance. Please call with any questions.

Sincerely,

  
Thomas C. Nash, II

TCN/skb  
Enclosures

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FILED  
MAR -7 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mt  
4/11

FIRST AMENDMENT TO  
AGREEMENT OF LIMITED PARTNERSHIP

THIS FIRST AMENDMENT TO AGREEMENT OF LIMITED PARTNERSHIP is entered into this 24 day of January, 2000, by and between JAMES P. KNIGHT (hereinafter referred to as the "General Partner") and JAMES P. KNIGHT, LEONARD SAMUELS and ROBERT McNALLY (hereinafter referred to as "Limited Partners");

WITNESSETH:

WHEREAS, the 44<sup>th</sup> Street Industrial Park Limited Partnership (the "Partnership") was formed on August 31, 1982, by virtue of that certain Agreement of Limited Partnership dated same date; and

WHEREAS, said Partnership has operated on a regular basis in good standing with the State of Florida since its formation; and

WHEREAS, the initial general partner has been replaced by a new general partner; and

WHEREAS, some of the initial limited partners have sold or transferred their partnership interests pursuant to the terms of the Agreement of Limited Partnership; and

WHEREAS, the new general partner and the remaining limited partners desire to amend the Agreement of Limited Partnership so as to update the agreement for purposes of reflecting the new general partner and new limited partners.

NOW THEREFORE, in exchange for mutually agreeable consideration, the receipt and sufficiency of which is hereby acknowledged, the General Partner and Limited Partners do hereby agree that certain Agreement of Limited Partnership dated August 31, 1982, forming a Florida limited partnership by the name of 44<sup>th</sup> Industrial Park, Ltd. is hereby amended as follows:

1. The General Partner of said Partnership shall be James P. Knight.
2. The Limited Partners of said Partnership and their corresponding partnership interests shall be:

Leonard Samuels	45%
James P. Knight	45%
Robert McNallay	10%

3. All other Limited Partners, other than those referenced in #2 above, have transferred and surrendered their partnership interests to the above-named partners for appropriate consideration.

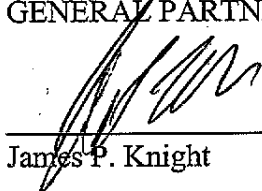
A 13203

FILED  
MAR - 1 2000  
CLERK OF CIRCUIT COURT  
JAMES P. KNIGHT  
SECRETARY  
MAHARAJA

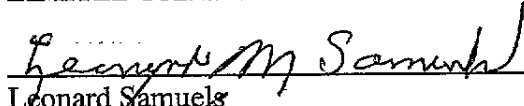
4. Other than as set forth above, all terms and provisions of that certain Agreement of Limited Partnership dated August 31, 1982, shall remain in full force and effect.

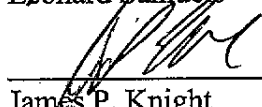
EXECUTED as of the date first written above.

GENERAL PARTNER:

  
James P. Knight

LIMITED PARTNERS:

  
Leonard Samuels

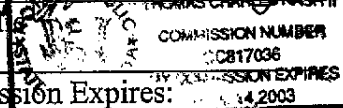
  
James P. Knight

  
Robert McNally

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, JAMES P. KNIGHT, to me personally known or who has produced \_\_\_\_\_ as identification, and to me known to be the individual described herein and acknowledged before me that he executed the same for the purposes therein expressed.

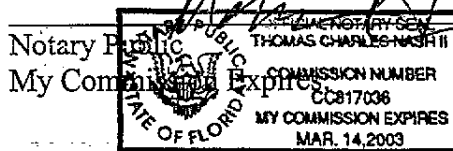
WITNESS my hand and official seal at C. G. Smith, said County and State, this 21<sup>st</sup> day of July, 1999.  
Jan 2000

Notary Public  
Print Name  
My Commission Expires: 

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, LEONARD SAMUELS, to me personally known or who has produced \_\_\_\_\_ as identification, and to me known to be the individual described herein and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 21<sup>st</sup> day of January, 2000.



STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ROBERT McNALLY, to me personally known or who has produced FL Driver License as identification, and to me known to be the individual described herein and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at St Pete Beach, Pinellas, said County and State, this 23<sup>rd</sup> day of March, 2000.

Notary Public  
My Commission Expires:



WANDA L. ANTUNEZ  
My Commission # CC 481702  
Expires: December 26, 2003