## A 14981 File 1st FILING COVER SHEET

REFERENCE:	_0171.1639
DATE:	2-17-98
CONTACT:	CINDY HICKS
FROM:	CORPORATE & CRIMINAL RESEARCH SERVICES
	103 N. MERIDIAN STREET
	TALLAHASSEE, FL 32301
TELEPHONE:	222-1173 = 5 F
SUBJECT:	National Factors, Ltd.
STATE FEES PREPAID W	TTH CHECK # 8800 FOR \$ /05.00
STATE FEES PREPAID W	TITH CHECK # 7000 FOR \$ 700:
STATE FEES PREPAID W	6000024326161 -02/17/9801013010
PLEASE FILE:	
	6000024326161 -02/17/9801013010
PLEASE FILE:	6000024326161 -02/17/9801013010 *****105.00 *****105.00
PLEASE FILE:  ( ) ARTICLES OF INC.	6000024326161 -02/17/9801013010 ****105.00 ****105.00  AMENDMENT () DISSOLUTION () ANNUAL REPORT
PLEASE FILE:  ( ) ARTICLES OF INC. ( ) QUALIFICATION	600024325151 -02/17/9801013010 ****105.00 *****105.00  AMENDMENT () DISSOLUTION () ANNUAL REPORT () LIMITED PARTNERSHIP () ANNUAL REPORT
PLEASE FILE:  ( ) ARTICLES OF INC. ( ) QUALIFICATION ( ) FICTITIOUS NAME ( ) UCC-1	AMENDMENT () DISSOLUTION () ANNUAL REPORT  () LIMITED PARTNERSHIP () ANNUAL REPORT  () LIMITED LIABILITY () REINSTATEMENT  () UCC-3
PLEASE FILE:  ( ) ARTICLES OF INC. ( ) QUALIFICATION ( ) FICTITIOUS NAME	AMENDMENT () DISSOLUTION () ANNUAL REPORT  () LIMITED PARTNERSHIP () ANNUAL REPORT  () LIMITED LIABILITY () REINSTATEMENT  () UCC-3  Name Availability () 8  Availability () 8  Availability () 8
PLEASE FILE:  ( ) ARTICLES OF INC. ( ) QUALIFICATION ( ) FICTITIOUS NAME ( ) UCC-1  PROVIDE US WITH:	AMENDMENT () DISSOLUTION () ANNUAL REPORT  () LIMITED PARTNERSHIP () ANNUAL REPORT  () LIMITED LIABILITY () REINSTATEMENT  () UCC-3  Name Availability () 8  Availability () 8  Availability () 8
PLEASE FILE:  ( ) ARTICLES OF INC. ( ) QUALIFICATION ( ) FICTITIOUS NAME ( ) UCC-1  PROVIDE US WITH:	GOODO24325151 -02/17/9801013010 ****105.00 *****105.00  AMENDMENT () DISSOLUTION () ANNUAL REPORT  () LIMITED PARTNERSHIP () ANNUAL REPORT  () LIMITED LIABILITY () REINSTATEMENT  () UCC-3  Name Availability  () CERTIFICATE OF STATEMENT  Examiner  () STAMPED COPY

## FIRST AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF NATIONAL FACTORS, LTD.

The undersigned, as the sole General Partner of NATIONAL FACTORS, LTD., a Florida limited partnership (the "Partnership"), desiring to amend the Certificate of Limited Partnership of the Partnership, pursuant to the Florida Revised Uniform Limited Partnership Act, Section 620.109 of the Florida Statutes, hereby certifies as follows:

- 1. The name of the Partnership is National Factors, Ltd.
- 2. The initial Certificate of Limited Partnership was filed on July 25, 1983.
- 3. The Certificate of Limited Partnership of the Partnership is hereby amended as follows:

The name and business address of the sole General Partner are:

Name Address

Anita T. Geist 2170 W. State Road #434

Suite 300

Longwood, Florida 32779

IN WITNESS WHEREOF, this Fist Amendment to Certificate of Limited Partnership was executed by the sole General Partner this 9th day of February , 1998.

Anita T. Geist, General Partner