



A17409

ACCOUNT NO. : 072100000032

REFERENCE : 162940 81528A

AUTHORIZATION :

COST LIMIT : \$ 105.00

FILED
01 MAY 24 PM 4:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : May 24, 2001

ORDER TIME : 2:48 PM

ORDER NO. : 162940-005

CUSTOMER NO: 81528A

CUSTOMER: Ms. Donna Madsen
Kenneth F. Oswald, Esq
Suite 110
600 Courtland Street
Orlando, FL 32804

000004316100--9

DOMESTIC AMENDMENT FILING

NAME: RBL ASSOCIATES, LTD.

EFFECTIVE DATE:

BK

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER'S INITIALS: _____

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 MAY 24 PM 3:22

TO BE FORWARDED
TO AGENT OF FILING
OFFICE

**FIRST AMENDMENT TO AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP OF RBL ASSOCIATES, LTD.**

We, the undersigned, desiring to amend the Amended and Restated Certificate of Limited Partnership of RBL Associates, LTD (the "Limited Partnership") do hereby certify and swear to the following which shall be and hereby become the First Amendment to the Amended and Restated Certificate of Limited Partnership of RBL Associates, LTD.

WITNESSETH:

WHEREAS, the Limited Partnership was filed on July 5th, 1984 with the Secretary of State and thereafter the Certificate of Limited Partnership was amended and restated on January 6th, 1997; and

WHEREAS, by Agreement dated May 12, 1998, the then General Partners of the Limited Partnership entered into an Agreement entitled 1997 Amendment to Limited Partnership Agreement of RBL Associates, Ltd. wherein Edward Zoller withdrew as General Partner of the Limited Partnership; and

WHEREAS, RBL Corporation, a Florida corporation as the sole General Partnership of the Limited Partnership has executed this First Amendment to the Amended and Restated Certificate of Limited Partnership of RBL Associates, Ltd. to confirm that RBL Corporation is the sole General Partner of the Limited Partnership and Edward Zoller has executed this First Amendment confirming that he withdrew as General Partner of the Limited Partnership on May 12, 1998 all as more fully set forth herein.

NOW, THEREFORE, in consideration of the premises hereof and other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree as follows:


1. Edward Zoller, by execution of this First Amendment, hereby acknowledges that he withdrew as General Partner of the Limited Partnership on May 12, 1998.
2. It is hereby confirmed that RBL Corporation, a Florida corporation is the sole General Partner of the Limited Partnership.
3. Except as modified herein, the Amended and Restated Certificate of Limited Partnership of RBL Associates, Ltd. is hereby affirmed as the full Agreement of the parties thereto.

IN WITNESS WHEREOF, the parties have sworn and executed this First Amendment to the Amended and Restated Certificate of RBL Associates, LTD. Limited Partnership Agreement, this 14th day of May, 2001.


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

"GENERAL PARTNER"

RBL Corporation, a Florida
corporation



Printed Name: Gail Ford

By: 
Stephen B. Klein, President

The undersigned Acknowledges that under the terms of that 1997 Amendment to Limited Partnership Agreement of RBL Associates, Ltd., dated May 12, 1998, Edward Zoller withdrew as General Partner of the Limited Partnership.



Printed Name: Gail Ford


Edward Zoller