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Please refer to our file number:

Writer's direct line:
(941) 364-2729
Reply to: **Sarasota**

January 29, 1999

Bureau of Corporate Records
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Desoto Associates, Limited

Dear Sir or Madam:

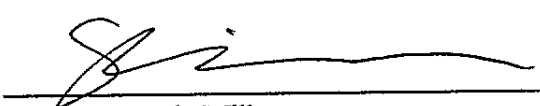
Enclosed please find original and duplicate **Amendment** to Limited Partnership for the referenced Partnership, together with a check in the amount of \$105.00 to cover the following:

Filing of the Amendment	\$52.50
Certified copy of the Amendment	52.50

Please return the certified copy of the Amendment to the undersigned.

Very truly yours,

JWW:gkm
Enclosures


Gatha Kennedy Milhorn
Corporate Paralegal

(JWW:gkm\1218-6270634)

CM
900002761 129--3
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****105.00 ****105.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB - 1 PM 2:10

This Instrument Prepared By:
John W. West III, Esquire
Abel, Band, Russell, Collier,
Pitchford & Gordon, Chartered
P.O. Box 49948
Sarasota, FL 34230-6948

AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
DESOTO ASSOCIATES, LIMITED,
a Florida limited partnership

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99FEB-1 PM 2:10

This Amendment, made and entered into this ____ day of January, 1999, by DSB, Inc., a Florida corporation, the sole general partner of DeSoto Associates, Limited, a Florida limited partnership, whose Certificate of Limited Partnership was filed with the Secretary of State, State of Florida on August 21, 1984. Pursuant to the Power of Attorney contained in Article IX of the said Limited Partnership Agreement, the sole general partner does hereby make and execute the following amendment:

Schedule "B" of the said Limited Partnership Agreement is hereby amended by deleting herefrom David S. Band and Daryl J. Brown as general partners and substituting in the place and stead thereof DSB, Inc., a Florida corporation.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Certificate of Limited Partnership of DeSoto Associates, Limited, the day first above written.

WITNESSES:


Print Name JOHN W. WEST III


Print Name DEBRA L. FINEHOUT

DSB, Inc., a Florida corporation

By: 
David S. Band

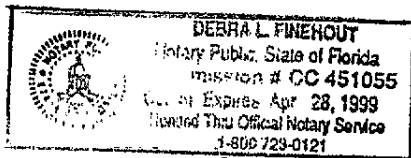
As its: President

Address P. O. Box 49948 (240 S. Pineapple, 10th Floor)
Sarasota, FL 34230-6948

"SOLE GENERAL PARTNER"

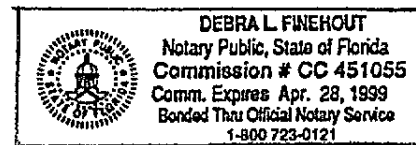
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21 day of Jan, 1999, by David S. Band, as President of DSB, Inc., a Florida corporation, and as sole general partner of DeSoto Associates, Limited, a Florida limited partnership.



Debra L. Finehout
Notary Public
Print Name: DEBRA L. FINEHOUT
My Commission Expires: _____

Personally Known X (OR) Produced Identification _____
Type of identification produced _____



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB - 1 PM 2:10