

# A19352

**ADORNO & ZEDER**  
A PROFESSIONAL ASSOCIATION

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FEDERAL EXPRESS

April 3, 2000

FACSIMILE  
(305) 858-4777

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

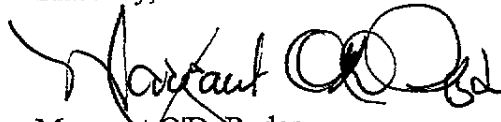
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\*\*\*\*\*61.25 \*\*\*\*\*61.25

Grove Hill, Ltd. Amendment  
to Certificate of Limited Partnership

Ladies and Gentlemen:

Enclosed herein is the original Certificate of Amendment to the Certificate of Limited Partnership on behalf of the captioned partnership, changing the names of the General and Limited Partners to Bercohill, Inc. and Bercotrac Investments, Inc., respectively. Also enclosed is a check in the amount of \$61.25 to cover the requisite filing and certified copy fees. Please forward the certified copy of the Amendment to me in the enclosed self-addressed, prepaid Federal Express envelope. If you have any questions please call me at (305) 860-7362.

Sincerely,

  
Margaret O'D. Ryder  
Legal Assistant

FILED  
00 APR -4 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MOR

cc: Brian K. Goodkind

Name	cc: Brian K. Goodkind
Availability	
Document	
Examiner	DCC
Update	DCC
Updater	
Verifier	DCC
Acknowledgment	DCC
W. P. Verifier	DCC

Changing  
General Partner

A19352

3 pages

FORT LAUDERDALE

WEST PALM BEACH

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
GROVE HILL, LTD.**

The undersigned, being the General Partner of Grove Hill, Ltd., a Florida limited partnership (the "Partnership"), pursuant to Section 620.109 of the Florida Statutes, does hereby certify:

- FIRST: The name of the Partnership is Grove Hill, Ltd.
- SECOND: The Certificate of Limited Partnership of the Partnership (the "Certificate"), was filed with the Department of State of Florida, Division of Corporations on March 12, 1985.
- THIRD: Section 4 of the Certificate of Limited Partnership of the Partnership is hereby deleted in its entirety and amended to read as follows:
4. **Name and Address of Partners:** The name and business address of the general partner and the limited partner is set forth on Schedule "A" of this Certificate of Limited Partnership. The managing general partner of the Partnership is Bercohill, Inc., a Florida Corporation (the "MGP").
- FOURTH: In all other respects, the Certificate, as amended to date, remains in full force and effect, and unmodified.
- FIFTH: The foregoing amendment was adopted by the general partner of the Partnership by unanimous written consent, dated December 1, 1999.

**IN WITNESS WHEREOF**, the undersigned general partner of the Partnership has executed this Certificate of Amendment as of the 30th day of March, 2000.

MILBURY MANAGEMENT, INC., a  
Florida Corporation, General Partner

By: 

Brian K. Goodkind

Its: Vice President and Secretary

SCHEDULE "A"

GROVE HILL, LTD.  
PARTNER CAPITAL CONTRIBUTIONS  
AND PARTNERSHIP PERCENTAGE INTERESTS

The names and addresses of the Partners and their Partnership Interests are as indicated on this Schedule "A":

Name and Business Address: Bercohill, Inc., a Florida Corporation  
2600 SW Third Avenue  
Penthouse A  
Miami, Florida 33129

999 000 107 970

Partnership Percentage Interest: General Partner - 1%

Name and Business Address: Bercotrac Investments, Inc., a Florida Corporation  
2600 SW Third Avenue  
Penthouse A  
Miami, Florida 33129

708976

Partnership Percentage Interest: Limited Partner - 99%

FILED  
00 APR -4 AM 9:30  
SECRETARY OF STATE  
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