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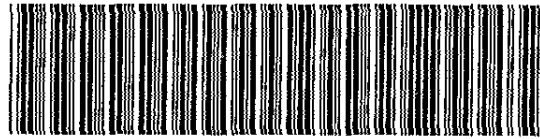
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STATE OF ALABAMA
SECRETARY OF REVENUE

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SHAPIRO SONTAG
LAWYERS

KENNETH W. SHAPIRO
KSHAPIRO@LAWSHAPIRO.COM

February 24, 2004

VIA US MAIL

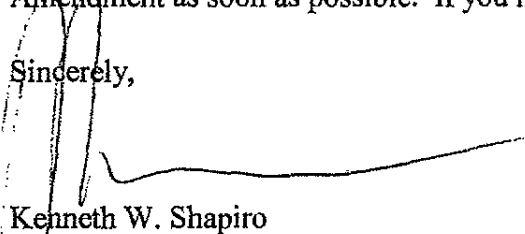
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: 1776 Associates, LTD.

To Whom It May Concern:

Enclosed please find this firm's check in the amount \$52.50. This amount represents the filing fee for the Certificate Of Amendment To The Amended And Restated Limited Partnership Agreement And Certificate Of Limited Partnership Of 1776 Associates, LTD. Please file this Amendment as soon as possible. If you have any questions please call.

Sincerely,



Kenneth W. Shapiro

Enclosures
KWS:aat

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT TO THE AMENDED
AND RESTATED LIMITED PARTNERSHIP AGREEMENT
AND CERTIFICATE OF LIMITED PARTNERSHIP OF
1776 ASSOCIATES, LTD.**

PARTNERSHIP NAME

The name of the limited partnership to which this document applies is 1776 Associates, Ltd.

DATE OF FILING CERTIFICATE OF LIMITED PARTNERSHIP

The original Agreement and Certificate of Limited Partnership of 1776 Associates, Ltd. was filed with the office of the Secretary of State for the State of Florida on May 2, 1985.

AMENDMENT

The Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership of 1776 Associates, Ltd., as previously amended, is hereby further amended as follows:

Article 1.7 is deleted in its entirety, and replaced with the following:

1.7 "General Partners" shall mean Allen I. Morris, David H. Hillman, Nathan Morris, and Kenneth E. Morris or any other person or corporation who succeeds any or all of them in such capacity.

Article 8.5.5 is deleted in its entirety, and replaced with the following:

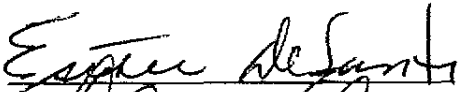

8.5.5 Distributions or allocations of Profits, Losses, or credits shall be distributed among the General Partners as follows:

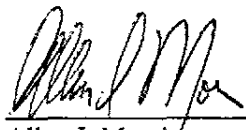
Allen I. Morris – seventy-nine percent (79%);
David H. Hillman – ten percent (10%);
Nathan Morris – ten percent (10%); and
Kenneth E. Morris – one percent (1%)

In all other respects, the Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership of 1776 Associates, Ltd., as previously amended, shall remain in full force and effect.

In witness whereof, the Managing General Partner has executed this Certificate of Amendment as of the 23RD day of FEBRUARY, 2004.

Witnesses:



Allen I. Morris,
Managing General Partner

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 FEB 26 PM 2:43
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