

A19826

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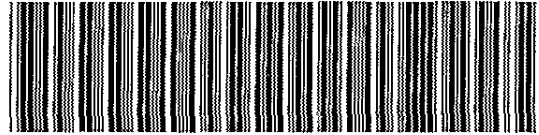
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THE Shapiro LAW FIRM

1776 N. Pine Island Road, Suite 308
Fort Lauderdale, Florida 33322
Telephone: 954-382-0088
Facsimile: 954-382-9008

Kenneth W. Shapiro
www.mofclawshapiro.com

January 9, 2006

Florida Secretary of State
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: 1776 Associates, Ltd. (document number A19826)

Dear Sir or Madam:

Enclosed please find a Certificate of Amendment for the above-referenced limited partnership along with our check in the amount of \$52.50 to cover the filing fee for such amendment.

Please contact the undersigned with any questions or comments.

Sincerely,

Kenneth W. Shapiro

KWS:hs
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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

By virtue of the December 29, 2005, death of Nathan Morris, 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, and Kenneth E. Morris or any person or corporation who succeeds any or all of them in such capacity.

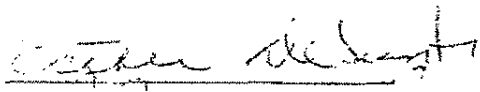
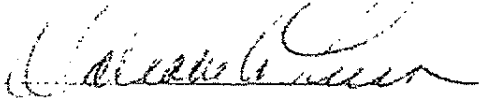
The following shall be added to the end of Article 8.5.5:

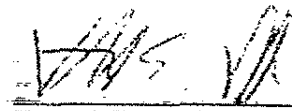
Notwithstanding the foregoing, on the death of any General Partner, all distributions that would otherwise have been made to said General Partner under this Article 8.5.5 shall, for periods subsequent to his date of death (whether made to his estate or to beneficiaries), be made in accordance with Article 10.6.

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 undersigned has executed this Certificate of Amendment as of the 11th day of JANUARY 2006.

Witnesses:


Kenneth E. Morris,
Managing General Partner

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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