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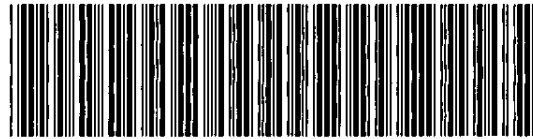
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T. HAMPTON

APR 21 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 1776 ASSOCIATES, LTD.
(Name of Florida Limited Partnership or Limited Liability Limited Partnership)

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

KENNETH W. SHAPIRO, ESQ.
(Contact Person)

THE SHAPIRO LAW FIRM
(Firm/Company)

1776 N. PINE ISLAND ROAD, SUITE 308
(Address)

PLANTATION, FL 33322
(City, State and Zip Code)

For further information concerning this matter, please call:

KENNETH W. SHAPIRO, ESQ. at (954) 382-0088
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$52.50 Filing Fee \$61.25 Filing Fee and Certificate of Status \$105.00 Filing Fee and Certified Copy \$113.75 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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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

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, effective as of date of filing with Secretary of State:

That portion of Schedule A to the foregoing document (and any amendments thereto) which lists as a limited partner Westamerica Bank, Trustee, UDT dated 4/23/81. FBO Bernard Kahn Marital Trust, ID No. 75-663-1106, is hereby amended to delete said reference, and to reflect that the 2.5% Interest held by said trust has been assigned to and is now held as follows:

- Natalie Sue Kahn, a 0.375% Interest
- Lana C. Kahn, a 0.875% Interest
- Bret L. Moiseff, a 0.416667% Interest
- Bret L. Moiseff as Custodian for Sam Moiseff under California UTMA,
a 0.416667% Interest
- Sally Moiseff, a 0.416667% Interest

each of whom is now an Interest holder but not a Limited Partner.

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 8th day of April, 2008.

Witnesses:

Esther DelSanti
Korena Rivers

Kenneth E. Morris
Kenneth E. Morris,
Managing General Partner