

THE
Shapiro
LAW FIRM

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Kenneth W. Shapiro
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February 22, 2010

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

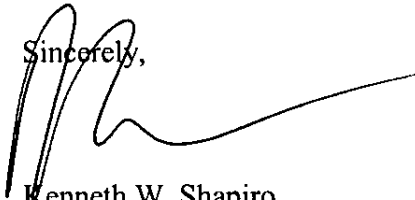
Re: 1776 Associates, Ltd. (document number A19826)

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

**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.

A19826

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

On DECEMBER 15, 2009, in the Circuit Court of the 17th Judicial Circuit, in and for Broward County, Florida, an order was entered appointing a Guardian of the Person of Allen I. Morris. Pursuant to the Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership of 1776 Associates, Ltd. (the "Agreement"), as well as Section 620.1603(7)(b), Fla. Stat., Allen I. Morris has as of that date withdrawn and been dissociated as a General Partner of this Partnership. Accordingly, the Agreement is hereby amended as follows:

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

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

By virtue of the terms of the Agreement, Allen I. Morris's withdrawal and dissociation as a General Partner of the Partnership results in the conversion of his General Partner's interest into a Special Limited Partnership Interest, entitled to the same profits and losses as the prior General Partner Interest, but no vote on any matters, either as a General or a Limited Partner.

In all other respects, the Agreement, as previously amended, shall remain in full force and effect.

In witness whereof, the undersigned has executed this Certificate of Amendment as of the 17TH day of FEBRUARY, 2010.

Witnesses:

Esther de Santis

Karen Lewis

Kenneth E. Morris

Kenneth E. Morris,
Managing General Partner

FILED
2010 FEB 25 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA