

A 19960

RYAN & RYAN

ATTORNEYS AT LAW
A PROFESSIONAL ASSOCIATION
11891 U.S. HIGHWAY ONE, STE. 201
NORTH PALM BEACH,
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JAMES D. RYAN

PHONE: (561) 691-1766
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February 2, 1998

CORAPAMND

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

CM

FILED
98 FEB 11 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Re: Certificate of Amendment and Certificate of Cancellation
of Tequesta Financial Center, Ltd.
Date of Filing Certificate of Limited Partnership: May 20, 1985
Reason for Filing Cancellation: Completed Business Affairs**

Dear Sir/Madam:

Enclosed please find the Certificate of Amendment and Certificate of Cancellation of the above-referenced limited partnership and a copy of correspondence from Florida Department of State dated December 22, 1997. The acknowledgment should be addressed to Ernest E. Hamilton, c/o James D. Ryan, Esq., 11891 U.S. Hwy. One, Suite 201, North Palm Beach, FL 33408.

If you should have any questions or require any further documentation, please contact me.

Sincerely,



Linda Borders Delorio, CLA
Certified Legal Assistant to
James D. Ryan

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/lbd

Enclosures

cc: Ernest E. Hamilton



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 22, 1998

LINDA BORDERS DELORIO, CLA
RYAN & RYAN, ATTORNEY'S AT LAW
11891 U.S. HIGHWAY ONE, SUITE 201
NORTH PALM BEACH, FL 33408

SUBJECT: TEQUESTA FINANCIAL CENTRE, LTD.
Ref. Number: A19960

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for TEQUESTA FINANCIAL CENTRE, LTD. and check(s) totaling \$105.00. However, your check(s) and document are being returned for the following:

You failed to make the correction(s) requested in our previous letter.

All general partners must sign the document. If some of the general partners are replaced or removed, you must file an amendment to reflect that before you can file the cancellation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 498A00003482

CERTIFICATE OF AMENDMENT

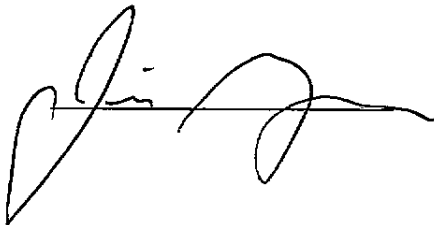
TEQUESTA FINANCIAL CENTRE LTD.

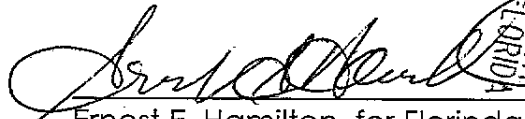
A FLORIDA LIMITED PARTNERSHIP

DATE OF FILING: MAY 20, 1995

COMES NOW ERNEST E. HAMILTON, ON BEHALF OF FLORINDA GROUP, A GENERAL PARTNER OF TEQUESTA FINANCIAL CENTRE, LTD. AND HEREBY AMENDS THE ARTICLES THEREOF AND STATES:

- I. Robert B. Rives' status as a general partner was terminated in 1994 by reason of his filing for and receiving bankruptcy protection; and
- II. Craig Mayer's status as a general partner was terminated in 1996 by reason of his assignment of his shares in the limited partnership to Florinda Group and by reason of his resignation; and
- III. That Florinda Group, a Florida Partnership, is the sole remaining general partner;
- IV. That Ernest E. Hamilton is a partner of Florinda Group authorized to executed this certificate on behalf of Florinda Group and Tequesta Financial Centre, Ltd.; and
- V. This certificate shall be effective upon filing.
- VI. That Florinda Group is the Sole General Partner.




Ernest E. Hamilton, for Florinda
Group, General Partner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA