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HOBBY ANDERSON & GREY

*Attorneys and Counsellors at Law
A Partnership of Professional Associations*

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May 23, 1997

Ms. Cathy A. Mitchell
Corporate Specialist
State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: BORDA-DIMARCO, LTD.

Dear Ms. Mitchell:

Pursuant to your request of May 22, 1997, enclosed please find the following documents in connection with the above-referenced Corporation:

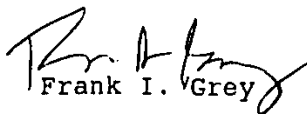
1. Original and one (1) copy of First Amendment to Limited Partnership Agreement evidencing J. DiMarco, Inc., has withdrawn as General Partner.

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-05/30/97--01065--017
*****\$2.50 *****\$2.50

We trust with the enclosed you will now be in a position to file the Amendment and it will be satisfactory for microfilming. Please have the additional copy filed stamped and returned to my office in the envelope provided.

Thanking you for your assistance and cooperation in this matter, I remain

Very truly yours,


Frank I. Grey

FIG/pc
Enc.

cc: Mr. Joseph R. Borda

FILED
97 MAY 27 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FIRST AMENDMENT TO
LIMITED PARTNERSHIP AGREEMENT, AFFIDAVIT
AND CERTIFICATE OF LIMITED PARTNERSHIP
OF**

BORDA-DIMARCO, LTD.

Pursuant to the Florida Revised Uniform Limited Partnership Act (1986) and Florida Statutes, Section 620.109 the undersigned constitutes the General Partners of BORDA-DIMARCO, LTD., A Florida Limited Partnership, whose Certificate of Limited Partnership was filed with the Florida Department of State on June 6, 1985, by and among the following parties:

1. J. BORDA, INC., a Florida Corporation
2. J. DIMARCO, INC., a Florida Corporation
3. JOSEPH BORDA - Limited Partner
4. JOHN DIMARCO - Limited Partner

and the General Partners hereby amend the Certificate of Limited Partnership of BORDA-DIMARCO, LTD., as follows:

1. This Amendment is filed to reflect that J. DIMARCO, INC., has withdrawn as a General Partner per Florida Statute 620.142 and that the Limited Partnership documents are hereby amended to permit the business of the Limited Partnership to be carried on by the remaining General Partner and the Partners agree to continue the business of the Limited Partnership and to the appointment of one (1) or more General Partners if needed.

The General Partners are identified as:

1. J. R. BORDA, INC. a Florida Corporation

Except as otherwise modified, all the terms and conditions of the Limited Partnership Agreement shall remain in full force and effect.

Executed on the date first above written.

**J. BORDA, INC.
a Florida Corporation**

By,  President

FILED
97 MAY 27 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 MAY 27 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF Polk)

Before me, the undersigned Notary Public, personally appeared JOSEPH BORDA, as President of J. R. BORDA, INC., a Florida corporation, on behalf of the corporation which is a General Partner of BORDA-DIMARCO, LTD. who did not take an oath, who is personally known to me and who acknowledged before me that he subscribed his name to this Certificate of Amendment of Limited Partnership of BORDA-DIMARCO, LTD. on the 22nd day of May, 1997.

Elizabeth A. Smith
Notary Public, State of Florida
My Commission Expires:

Print or Type Name of Notary

