

A20686

LAW OFFICES

JOHNSON, ANSELMO, MURDOCH, BURKE & GEORGE

A PROFESSIONAL ASSOCIATION

RONALD P. ANSELMO
SCOTT R. ANSELMO
JILL S. BILANCHONE
MICHAEL T. BURKE *
KINDY K. COOGLER
CHRISTINE M. DUIGNAN
LAWRENCE J. FEINSTEIN
BURL F. GEORGE
JEFFREY L. HOCHMAN
E. BRUCE JOHNSON *
RICHARD H. McDUFF, P.A. *
ROBERT E. MURDOCH
MICHAEL R. PIPER, P.A. *
WILLIAM E. PLATOW
CHRISTOPHER L. SMITH

*BOARD CERTIFIED
CIVIL TRIAL LAWYERS

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790 E. BROWARD BLVD., SUITE 400
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WEST PALM BEACH, FL 33401

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(305) 945-2000 - Dade
(561) 640-7448 - WPB

PLEASE REPLY TO
FORT LAUDERDALE OFFICE

May 11, 1998

300002521613--3

-05/13/98--01044--001

*****52.50 *****52.50

Florida Department of State
Division of Corporations
Post Office Box 5588
Tallahassee, Florida 32314

Re: **D & C - Barnett Plaza Ltd.**
Our File No. 400/35119/RPA

Gentlemen:

I am enclosing the original Amendment to Certificate and Agreement of Limited Partnership of D & C - Barnett Plaza Ltd. for filing, together with my firm's check in the amount of \$52.50 representing the filing fee.

Thank you for your assistance in this matter.

Cordially yours,

Ronald P. Anselmo

Ronald P. Anselmo
For the Firm

RPA/bc
Enclosures

FF \$52.50

FILED
98 JUN -2 PM 12:17
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 15, 1998

RONALD P. ANSELMO
JOHNSON, ASELMO, MURDOCH & BURKE & GEORG
P.O. BOX 030220
FT. LAUDERDALE, FL 33303-0220

SUBJECT: D & C - BARNETT PLAZA LTD.
Ref. Number: A20686

We have received your document for D & C - BARNETT PLAZA LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include the date of filing of its original certificate of limited partnership. Our records reflect the original certificate was filed on September 3, 1985. Please amend your document accordingly.

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: 598A00027240

98 JUN -2 PM 12:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDMENT TO CERTIFICATE AND AGREEMENT
OF LIMITED PARTNERSHIP OF
D & C - BARNETT PLAZA LTD.**

THIS AMENDMENT dated as of the 1st day of April, 1998, by and between ROBERT F. DWORS, as General Partner, and HOMELAND ENTERPRISES, INC., a Florida corporation, L.L.N. ASSOCIATES, a Florida general partnership, RONALD P. ANSELMO, SCOTT R. ANSELMO, ROBERT L. CLARK, JR. and TERRY STILES, as Limited Partners, and DERRANCE W. CURRAN, as Resigning General Partner:

WHEREAS, the above-named persons are all of the General Partners and Limited Partners of D & C - BARNETT PLAZA LTD., a Florida limited partnership ("the Partnership"), pursuant to an Agreement of Limited Partnership dated the 6th day of January, 1986, as amended ("the Agreement"), the original Certificate of Limited Partnership for which Agreement was filed on September 3, 1985; and

WHEREAS, the Agreement has previously been amended and the parties wish to further amend the Agreement due to the resignation and withdrawal of DERRANCE W. CURRAN as General Partner and a transfer of the ownership interests of ROBERT F. DWORS and DERRANCE W. CURRAN to HOMELAND ENTERPRISES, INC. NOW, THEREFORE, it is agreed as follows:

1. Effective April 1, 1998, DERRANCE W. CURRAN has resigned and withdrawn as General Partner and will no longer be a Partner of the Limited Partnership and will have no further interest therein.

2. Paragraph 5 of the Agreement is hereby modified as follows to reflect the status of the Partnership interests as of April 1, 1998:

GENERAL PARTNER:

ROBERT F. DWORS

0.00%

FILED
JUN -2 PM 12:17
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

LIMITED PARTNERS:

HOMELAND ENTERPRISES, INC.	68.76%
L.L.N. ASSOCIATES	15.42%
RONALD P. ANSELMO	5.14%
SCOTT R. ANSELMO	5.14%
ROBERT L. CLARK, JR.	2.50%
TERRY STILES	3.04%

3. Robert F. Dwors shall hereafter be the sole General Partner and shall have all of the duties and powers previously given to the General Partners under the terms Agreement of Limited Partnership.

HOMELAND ENTERPRISES, INC.
a Florida corporation

By: [Signature]
Its: Vice President
LIMITED PARTNER

FILED
98 JUN -2 PM 12:17
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Barbara L. Coats
Helen Ballou

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 14 day of April, 1998, by Alberto Oriole, as Vice President of HOMELAND ENTERPRISES, INC., a Florida corporation. He/she is personally known to me or has produced _____ as identification.

Barbara L. Coats
Notary Public
Print Name: _____

My commission expires:



BARBARA L. COATS
COMMISSION # CC 493071
EXPIRES SEP 22, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

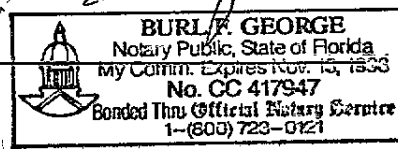
[Signature]
Barbara L. Coats

[Signature]
ROBERT F. DWORS
GENERAL PARTNER

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 6th day of April, 1998, by ROBERT F. DWORS, who is personally known to me or who has produced _____ as identification.

[Signature]
Notary Public:
Print Name: _____



My commission expires:

L.L.N. ASSOCIATES, a Florida
general partnership

Helen Ballon
Barbara L. Coats

By: [Signature]

LAKHI L. MOHNANI, General Partner
LIMITED PARTNER

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 22 day of April, 1998, by LAKHI L. MOHNANI, as General Partner of L.L.N. ASSOCIATES, a Florida general partnership. He is personally known to me or has produced _____ as identification.

Barbara L. Coats
Notary Public
Print Name: _____

My commission expires:



BARBARA L. COATS
COMMISSION # CC 493071
EXPIRES SEP 22, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Barbara L. Goats
Paul J. Seng
RONALD P. ANSELMO
LIMITED PARTNER

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 7 day of April, 1998, by RONALD P. ANSELMO, who is personally known to me or who has produced _____ as identification.

Barbara L. Goats
Notary Public
Print Name: _____

My commission expires:

Barbara L. Goats
Paul J. Seng

NOTARY PUBLIC
BARBARA L. GOATS
COMMISSION # CC 49307
EXPIRES SEP 22, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.
SCOTT R. ANSELMO
LIMITED PARTNER
FILED
98 JUN -2 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 7 day of April, 1998, by SCOTT R. ANSELMO, who is personally known to me or who has produced _____ as identification.

Kristina J. Dernier
Notary Public
Print Name: Kristina J. Dernier

My commission expires:



KRISTINA J. DERNIER
My Commission CC497338
Expires Sep. 21, 1999

TERRY STILES
LIMITED PARTNER

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this ____ day of _____, 1998, by TERRY STILES, who is personally known to me or who has produced _____ as identification.

Notary Public
Print Name: _____

FILED
98 JUN -2 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My commission expires:

Maureen Kelly
Barbara L Coats

Derrance W. Curran
DERRANCE W. CURRAN
RESIGNING GENERAL PARTNER

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 6 day of April, 1998, by DERRANCE W. CURRAN, who is personally known to me or who has produced _____ as identification.

Barbara L. Coats
Notary Public
Print Name: _____

My commission expires:



BARBARA L COATS
COMMISSION # CC 493071
EXPIRES SEP 22, 1999
BONDED THRU
ATLANTIS BONDING CO., INC.

Judy Sherman
Judy Sherman
Lee Tat
Ellen Tannenbaum

Terry Stiles
TERRY STILES
LIMITED PARTNER

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 22 day of April, 1998, by TERRY STILES, who is personally known to me or who has produced _____ as identification.

Gloria J. Nagy
Notary Public
Print Name: Gloria J. Nagy

My commission expires:



Maude L. Coats
Barbara L. Coats

Derrance W. Curran
DERRANCE W. CURRAN
RESIGNING GENERAL PARTNER

FILED
98 JUN -2 PM 12:17
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 6 day of April, 1998, by DERRANCE W. CURRAN, who is personally known to me or who has produced _____ as identification.

Barbara L. Coats
Notary Public
Print Name: _____

My commission expires:



22 June
Monty Lewis

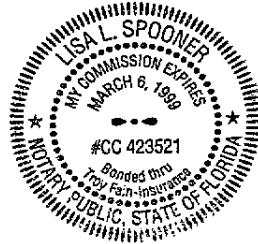
Robert L. Clark, Jr. Trustee
ROBERT L. CLARK, JR.
LIMITED PARTNER

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 25th day of APRIL, 1998, by ROBERT L. CLARK, JR., who is personally known to me or who has produced N/A as identification.

22 June
Notary Public
Print Name: LISA L. SPOONER

My commission expires:



98 JUN -2 PM 12:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA