

A 201880

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Reply To: Sarasota

May 7, 2001

Please refer to our file number:
1575-1
Writer's Direct Line:
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Bureau of Corporate Records
Division of corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/15/01--01016--003
****105.00 ****105.00

Re: Tandem Associates II, Ltd.

Dear Sir or Madam:


Enclosed please find original and duplicate **Amendment** to Limited Partnership for the referenced Partnership, together with a check in the amount of \$105.00 to cover the following:

Filing of the Amendment	\$52.50
Certified copy of the Amendment	52.50

Please return the certified copy of the Amendment to the undersigned.

Very truly yours,

ABEL, BAND, RUSSELL, COLLIER,
PITCHFORD & GORDON, CHARTERED.


Gatha K. Milhorn, Paralegal
For The Firm

GKM/th
Enclosures

FILED
MAY 14 AM 8 28
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**AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP OF
TANDEM ASSOCIATES II, LTD.,
a Florida limited partnership**

A 20580

The undersigned, constituting the General Partner of TANDEM ASSOCIATES II, LTD., a Florida limited partnership, whose Certificate of Limited Partnership was filed with the Secretary of State, State of Florida on September 30, 1985, as amended, hereby amends said Certificate of Limited Partnership of TANDEM ASSOCIATES II, LTD., a Florida limited partnership, as follows:

1. Paragraph 2.1(a) is hereby amended to read as follows:

General Partner. The term "General Partner" shall mean TANDEM MANAGEMENT CORP., a Florida corporation, or any other person or entity admitted as a General Partner by consenting to be bound by the terms of this Agreement. A General Partner may be both a General Partner and a Limited Partner. The address of the General Partner is: 4401 Ashton Road, Suite G, Sarasota, Florida 34233.

F 9798

2. Except as expressly provided herein, all of the terms and provisions of the Certificate of Limited Partnership shall remain in full force and effect and are hereby ratified and confirmed.
3. The execution of this Amendment by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, pursuant to Paragraph 10.5 of the Partnership Agreement, the undersigned General Partner of the Partnership has consented to the execution of this Amendment to the Certificate of Limited Partnership of TANDEM ASSOCIATES II, LTD., a Florida limited partnership below, on this 3rd day of May, 2001.

WITNESSES:

TANDEM MANAGEMENT CORP.,
a Florida corporation

Gatha K. Milhorn
Print Name GATHA K. MILHORN

By: David S. Band
David S. Band
its President

Tina L. Haynes
Print Name TINA L. HAYNES

"GENERAL PARTNER"

(current)