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Bodzin & Golub, P.C.

ATTORNEYS AT LAW

STEPHEN A. BODZIN
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Telephone: (202) 785-8887
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March 31, 1997

Secretary of State of Florida
Limited Partnership Division
P.O. Box 6327
Tallahassee, Florida 32314

000002139430--9
-04/10/97--01080--003
****105.00 ****105.00

Re: Thunderbirds II, Ltd.

Dear Sir or Madam:

We are enclosing two original Certificates of Amendment for the above-referenced limited partnership which exists under Florida law. Please cause one copy to be filed and cause the second copy to be certified and returned to us.

Also enclosed is a check in the amount of \$105.00 to cover the filing fee (\$52.50) and the fee for a certified copy (\$52.50).

If you have any questions, please telephone us.

Sincerely yours,

Patricia K. Porter

Patricia K. Porter
Secretary to Mr. Bodzin

/pp
Enclosures
cc: Mr. Eric A. Jenkins
Stephen A. Bodzin, Esq.

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ENCLOSURE

- 4-11

CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF LIMITED PARTNERSHIP
PURSUANT TO FLORIDA STATUTES 620.109
OF
THUNDERBIRDS II, LTD.

A. Name : Thunderbirds II, Ltd.

B. Address : 2611-B West 23rd Street
Panama City, Florida 32405

C. Registered Agent : Eric A. Jenkins
2611-B West 23rd Street
Panama City, Florida 32405

D. General Partners : Eric A. Jenkins
2611-B West 23rd Street
Panama City, Florida 32405

: ASR-77 Securities, Inc.
c/o Stephen A. Bodzin
1156 15th Street, N.W.
Suite 329
Washington, DC 20005

E. Mailing Address : 2611-B West 23rd Street
Panama City, Florida 32405

F. Latest Dissolution Date : December 31, 2064

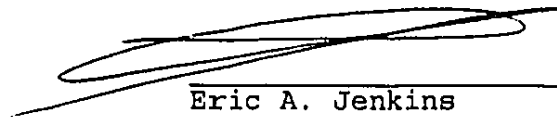
G. Date of Filing of
Original Certificate : October 15, 1985

H. Date of Amended
Certificate : November 11, 1996

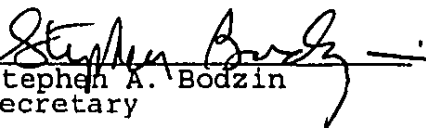
Additional terms of the Certificate of Amendment are set forth in the Fourth Amendment to the Agreement and Certificate of Limited Partnership of Thunderbirds II, Ltd., which is being filed contemporaneously with this Certificate of Amendment.

This Certificate of Amendment is being executed and is being filed in accordance with Section 620.109 of the Florida Statutes.

General Partners:


Eric A. Jenkins

ASR-77 SECURITIES, INC.

By: 
Stephen A. Bodzin
Secretary

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STATE OF FLORIDA)
) ss:
COUNTY OF BAY)

SAA I HEREBY CERTIFY that on this 17th day of February, 1997, personally appeared ERIC A. JENKINS, General Partner, who is known to me or who has produced identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn, says that the execution hereof is his free act and deed for the purposes and uses herein mentioned.

SWORN TO AND SUBSCRIBED before me, the undersigned Notary Public, by my hand and official seal, the day and year last aforesaid.

✓ To me personally known.
Identified by Driver's License No. _____
Issued by the State of _____

Judy Faye Adams
Notary Public
Printed Name: JUDY FAYE ADAMS
My Commission expires Dec. 19, 1997
Commission No. CC 337220

[SEAL]

STATE OF FLORIDA)
) ss:
COUNTY OF BAY)

SAA I HEREBY CERTIFY that on this 17th day of February, 1997, personally appeared STEPHEN A. BODZIN, on behalf of ASR-77 SECURITIES INC., who is known to me or who has produced identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn, says that the execution hereof is his free act and deed for the purposes and uses herein mentioned.

SWORN TO AND SUBSCRIBED before me, the undersigned Notary Public, by my hand and official seal, the day and year last aforesaid.

✓ To me personally known.
Identified by Driver's License No. _____
Issued by the State of _____

Judy Faye Adams
Notary Public
Printed Name: JUDY FAYE ADAMS
My Commission expires Dec. 19, 1997
Commission No. CC 337220

[SEAL]

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FOURTH AMENDMENT
TO
AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
THUNDERBIRDS II, LTD.

THIS FOURTH AMENDMENT to the Agreement and Certificate of Limited Partnership (the "Agreement") is made and entered into effective for all purposes by (i) Stephen A. Bodzin, Trustee of the Steven M. Reich 1976 Trust and as attorney-in-fact for Steven M. Reich, and (ii) Eric A. Jenkins, the Managing General Partner of Thunderbirds II, Ltd., as of the 11th day of November, 1996, who, by the execution of this Amendment, agrees, for himself and each other partner of Thunderbirds II, Ltd., to be bound by the terms, conditions and provisions of this Amendment.

RECITALS:

A. Thunderbirds II, Ltd. (the "Partnership") was formed as a limited partnership in accordance with the Florida Uniform Limited Partnership Law pursuant to an Agreement and Certificate of Limited Partnership entered into effective as of October 15, 1985. The Agreement was amended pursuant to a First Amendment, also effective October 15, 1985, a Second Amendment, effective July 1, 1988, and a Third Amendment dated July 2, 1988.

B. Steven M. Reich, a limited partner of the Partnership, has assigned his limited partnership interests in the

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Partnership to the Steven M. Reich 1976 Trust of which he is the Grantor and Beneficiary.

C. The parties hereto desire to amend the Agreement and Certificate to reflect the aforesaid assignment of limited partnership interests.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned parties agree and certify that the Agreement and Certificate are hereby amended to provide as follows:

1. Exhibit A of the Agreement and Certificate are hereby amended to delete the present Exhibit A and to insert in lieu thereof the Exhibit A appended hereto and incorporated herein by this reference.

2. It is further provided and agreed that (i) the Steven M. Reich 1976 Trust shall be and hereby is substituted as a Limited Partnership of the Partnership to the full extent of the 26.4889% Preferred Partner limited partnership interest and the 9.6667% Equity Partner limited partnership interest transferred and assigned to it by Steven M. Reich (ii) the signing of this Fourth Amendment by the partners of the Partnership (both general and limited) does and shall constitute the consent of each partner to said assignment and substitution, (iii) any present or future references to the terms "partner(s)" or "limited partner(s)" by the Agreement and Certificate, or any

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amendment thereto, shall be deemed to include the Steven M. Reich 1976 Trust to the extent of the limited partnership interests assigned to it, and (iv) the execution of this Fourth Amendment by the Trustee of the Steven M. Reich 1976 Trust shall constitute such Assignee's agreement to all of the terms and provisions of the Agreement and Certificate, as amended.

3. Except as hereby amended, the Agreement and Certificate, as amended, are ratified and affirmed in all respects.

IN WITNESS WHEREOF, the parties hereto have each executed this Fourth Amendment under seal effective on the date hereinabove first written.

WITNESS:

P.O. MacKinnon

MANAGING GENERAL PARTNER:

[Signature] [SEAL]

Eric A. Jenkins, for himself and each Partner who is not a signatory, hereto, pursuant to power of attorney

LIMITED PARTNER ASSIGNEE:
STEVEN M. REICH 1976 TRUST

Paul Dorsey

By Stephen Bodzin [SEAL]
Stephen A. Bodzin, Trustee

LIMITED PARTNER ASSIGNOR:

Paul Dorsey

Steven M. Reich by Stephen Bodzin [SEAL]
Steven M. Reich, by Stephen A. Bodzin,
Attorney-in-Fact

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EXHIBIT A
THUNDERBIRDS II, LTD.
AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP

<u>Name and Address</u>	<u>Original Cash</u> <u>Capital</u> <u>Contribution</u>		<u>Percentage</u> <u>Partnership of Interest</u>	
	<u>As Preferred</u> <u>Partner</u>	<u>As Equity</u> <u>Partner</u>	<u>As Preferred</u> <u>Partner</u>	<u>As Equity</u> <u>Partner</u>
<u>General Partner:</u>				
Eric A. Jenkins 2611-B West 23rd Street Panama City, Florida 32405	-0-	\$ 10,100	-0-	1.1222%
ASR-77 Securities, Inc. c/o Stephen A. Bodzin Suite 329 1156 -15th Street, N.W. Washington, D.C. 20005	-0-	\$ 10,100	-0-	1.1222%
<u>Limited Partners:</u>				
Eric A. Jenkins 2611-B West 23rd Street Panama City, Florida 32405	\$ 65,600	\$ 6,300	7.288%	0.7000%
Robert J. Siragusa 2802 Canal Drive Panama City, Florida 32405	\$ 4,200	\$ 17,050	.4667%	1.8945%
Donald R. Crisp 011C West 23rd Street Panama City, Florida 32405	\$ 18,000	\$ 4,500	2.0000%	0.5000%
Michael Schwartz 119 N. Monroe Street Tallahassee, Florida 32301	\$ 7,200	\$ 1,800	.8000%	0.2000%
Gary A. Barrett 2611-B West 23rd Street Panama City, Florida 32405	\$ 12,600	\$ 3,150	1.4000%	0.3500%

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<u>Name and Address</u>	<u>Capital Contribution</u>		<u>Percentage Partnership of Interest</u>	
	<u>As Preferred Partner</u>	<u>As Equity Partner</u>	<u>As Preferred Partner</u>	<u>As Equity Partner</u>
<u>Limited Partners (con't)</u>				
Stephen A. Bodzin 9215 Santayana Drive Fairfax, Virginia 22031	\$ 15,000	-0-	1.6667%	-0-
Robert J. Siragusa, M.D. & Associates, P.A. Employee Benefit Trust-Siragusa Special Account c/o Robert J. Siragusa, Trustee 1900 Harrison Avenue Panama City, Florida 32405-4542	\$ 64,000	-0-	7.1111%	-0-
Chalant Associates Ltd. c/o Anne S. Reich 4200 Massachusetts Ave., N.W. Apartment 506 Washington, D.C. 20016	\$180,000	\$ 20,000	20.0000%	2.2222%
Chec Investment Company c/o Stephen A. Bodzin 9215 Santayana Drive Fairfax, Virginia 22031	\$ 80,000	\$ 20,000	8.8889%	2.2222%
Steven M. Reich 1976 Trust Stephen A. Bodzin, Trustee 1156 15th Street, N.W. Suite 329 Washington, D.C. 20006	\$238,400	\$ 87,000	26.4889%	9.6667%
ASR-77 Securities, Inc. c/o Stephen A. Bodzin 1156 -15th Street, N.W. Suite 329 Washington, D.C. 20005	\$ 35,000	-0-	3.8889%	
	\$720,000 =====	\$180,000 =====	80.0000% =====	20.0000% =====

TB.EXH

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STATE OF FLORIDA
COUNTY OF Bay

I HEREBY CERTIFY that on this 17th day of February, 1997, before me an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared ERIC A. JENKINS, to me known to be the person described in and who executed the foregoing instrument acknowledged before me that he executed the same as his free act and deed for the uses and purposes herein mentioned.

WITNESS my hand and official in the County and State last aforesaid this 17th day of February, 1997.

[Signature]
Notary Public, State of Florida

I FURTHER CERTIFY that ERIC A. JENKINS is personally known to me.

OR

I FURTHER CERTIFY that ERIC A. JENKINS produced

as
identification.

[Signature]
Notary Public
Typed Name BOY FAYE ADAMS
Notary Public - State of Florida
My Commission Expires Dec. 19, 1997
Commission No.: CC 337220
State of _____

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~~STATE OF~~ District of
~~COUNTY OF~~ Columbia

I HEREBY CERTIFY that on this 14th day of March, 1997, before me an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared STEPHEN A. BODZIN, to me known to be the person described in and who executed the foregoing instrument acknowledged before me that he executed the same as his free act and deed for the uses and purposes herein mentioned.

WITNESS my hand and official in the County and State last aforesaid this 14th day of March, 1997.

Patricia K. Porter
Notary Public, ~~State of Florida~~
D.C.

I FURTHER CERTIFY that STEPHEN A. BODZIN is personally known to me.

OR

I FURTHER CERTIFY that STEPHEN A. BODZIN produced
N/A as
identification.

Patricia K. Porter
Notary Public
Typed Name Patricia K. Porter

My Commission Expires: 2-14-99
Commission No.:
State of _____

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