



A 21443

ACCOUNT NO. : 072100000032

REFERENCE : 647127 4371937

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 157.50

ORDER DATE : December 23, 1997

ORDER TIME : 1:38 PM

ORDER NO. : 647127-005

CUSTOMER NO: 4371937

CUSTOMER: Marilyn Kuffner, Legal Asst
Trivest, Inc.
2665 S. Bayshore Drive
Suite #800
Miami, FL 33133

000002381500--4

DOMESTIC AMENDMENT FILING

NAME: TRIVEST OF FLORIDA, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
97 DEC 23 PM 3:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

hxc 12/23/97

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
TRIVEST OF FLORIDA, LTD.**

FILED
97 DEC 23 PM 3:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and §620.109 of the Florida Statutes, the undersigned, being the Sole General Partner of TRIVEST OF FLORIDA, LTD. does hereby duly execute and file with the Florida Secretary of State this Certificate of Amendment to Amended and Restated Certificate of Limited Partnership.

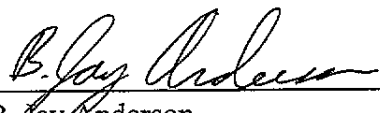
1. The name of the limited partnership is TRIVEST OF FLORIDA, LTD.
2. The date of filing of the original Certificate of Limited Partnership was **December 10, 1985** under Document #A21443
3. This Certificate of Amendment to the Amended and Restated Certificate of Limited Partnership is being filed to amend Section 5 of the Amended and Restated Certificate of Limited Partnership, as filed with the Florida Secretary of State on August 19, 1986, to read as follows:
 5. The term for which the Partnership is to exist is to and including December 31, 2000, unless dissolved and terminated sooner by or in accordance with the terms of any agreement of limited partnership of the Partnership entered into by the Partners or applicable law.
4. Except as hereby amended the Amended and Restated Certificate of Limited Partnership shall remain the same.

IN WITNESS WHEREOF, the undersigned, being the Sole General Partner has executed this Certificate of Amendment to the Amended and Restated Certificate of Limited Partnership for the purposes herein expressed on this 22nd day of December , 1997.

SOLE GENERAL PARTNER:

TRIVEST, INC., a Delaware corporation

BY:


B. Jay Anderson
Vice President