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SECOND AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP (

NICOLE'S PLACE, LTD.

The undersigned General Partner of NICOLE'S PLACE, LTD., a Florida limited partnership (the "Partnership"), has executed this Second Amendment to Certificate of Limited Partnership pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act (the "Act") and certify as follows:

I. Name

The name of the Partnership is NICOLE'S PLACE, LTD.

II. Certificate Filing Date

The date of filing of the Partnership's Certificate of Limited Partnership is February 11, 1986.

III. Amendment

1. The first sentence of Paragraph "4." of the Certificate of Limited Partnership of the Partnership is amended as follows:

"The name and place of residence of the general partner is Florida Kids #4 Corporation, 5446 N. Bay Road, Miami Beach, FL 33140."

2. Paragraph "4." of the Certificate of Limited Partnership of the Partnership is amended to reflect Linda Glottmann's f/k/a Linda Mandowsky Share of Profits are reallocated to 10%.

The undersigned General Partner of NICOLE'S PLACE, LTD. hereby executes this First Amendment to the Certificate of Limited Partnership on this 27 day of August, 1998.

NEW GENERAL PARTNER:

FLORIDA/KIDS #4 CORPORATION,

a Florida corporation

Name: Saul Glottmann

Title: President

[Signatures continued on following page]

WITHDRAWING GENERAL PARTNER:

FLORIDA KIDS CORPORATION, a Florida corporation/

Name: Saul Glottmann Title: President

The undersigned hereby consent to the foregoing

LIMITED PARTNERS:

SAUL and DALIA GLOTTMANN, Husband and Wife

SAUL GLOTTMANN

LINDA GLOTTMANN

MIA4-652077