

A22051

LAW OFFICES

MULLEN & BIZZARRO, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 25 PM 2:28

JOSEPH P. MULLEN
DEBORAH L. BIZZARRO

JAMES H. MURRAY, JR.
OF COUNSEL

SUITE PH-C
2929 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33308
(954) 772-9100
FAX (954) 493-8765

March 6, 1998

FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP -
SEAVIEW ASSOCIATES, LTD.
FEIN: 59-2659214
FLA. DOC. NO: A 22051

800002451178--6
-03/09/98--01133--002
*****52.50 *****52.50

Dear Ladies and Gentlemen:

On behalf of my client, Seaview Associates, Ltd., a Florida limited partnership, I enclose herewith the following:

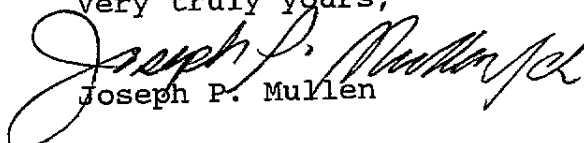
(1) Original (and one copy for conforming) of the
CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF
SEAVIEW ASSOCIATES, LTD;

(2) Our law firm's check in the amount of \$52.50
representing payment of the filing fee made payable to the
Department of State.

I would appreciate if you could confirm receipt and filing of this
CERTIFICATE OF AMENDMENT by so noting on the additional copy
enclosed and returning it to our offices in the pre-addressed,
stamped envelope enclosed at your earliest convenience.

Thanking you for your courtesies in this regard, I remain,

Very truly yours,


Joseph P. Mullen

JPM/cjk

A22051

KWM

3-25

LAW OFFICES

MULLEN & BIZZARRO, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 25 PM 2:28

JOSEPH P. MULLEN
DEBORAH L. BIZZARRO

JAMES H. MURRAY, JR.
OF COUNSEL

SUITE PH-C
2929 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33308
(954) 772-9100
FAX (954) 493-8765

March 23, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: REQUEST FOR - CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
C.D.C. MANAGEMENT 500, INC.

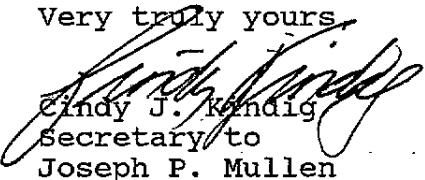
Dear Ms. Manning:

I have received your correspondence of March 13, 1998 to our offices regarding the above-referenced corporation (copy of letter enclosed for your easy reference). In filling out the form, I inadvertently left out the "500" in the name of the Florida corporation. Please note the correction from C.D.C. Management, Inc. to C.D.C. Management 500, Inc. I am sorry for the inconvenience this may have caused you.

I hope that this clarifies this matter and that you will be able to forward a conformed copy of the approved Certificate to us at your first convenience.

Should you have any questions with regard to this matter, please do not hesitate to contact me directly by telephone.

Very truly yours,


Cindy J. Kindig
Secretary to
Joseph P. Mullen

/cjk
Enc.

3-25



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 25 PM 2:28

March 13, 1998

LAW OFFICES MULLEN & BIZZARRO, P.A.
ATTN: JOSEPH P. MULLEN
STE. PH-C, 2929 EAST COMMERCIAL BLVD.
FT. LAUDERDALE, FL 33308

SUBJECT: SEAVIEW ASSOCIATES, LTD.
Ref. Number: A22051

We have received your document for SEAVIEW ASSOCIATES, 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):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 498A00013842

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 25 PM 2:28

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Seaview Associates, Ltd.

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on February 17, 1986, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

Section 11.8 -- Being amended to remove Charles L. Frye as a General Partner and add in his place C. D. C. Management 500, Inc a Fla. corp., *
as a General Partner. *2958 Shore Line
Boca Grande, FL 33921*

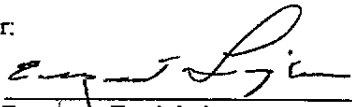
Section 11.2 -- Being amended to remove Charles L. Frye as a Limited Partner and add in his place Frye Associates, L. P., a New Jersey limited partnership.

These amendments or changes within the Limited Partnership itself were effected as of April 12, 1996.

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

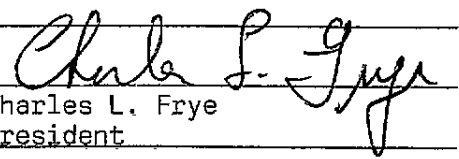
Signature of current general partner:


Eugene T. Lipka
A General Partner

Signature(s) of new general partner(s), if applicable:

C. D. C. MANAGEMENT 500, Inc.,
a Florida Corporation

BY:


Charles L. Frye
President