

A22195

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A PROFESSIONAL ASSOCIATION

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SCOTT R. ANSELMO
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MICHAEL T. BURKE *
KINDY K. COOGLER
CHRISTINE M. DUIGNAN
LAWRENCE J. FEINSTEIN
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JEFFREY L. HOCHMAN
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RICHARD H. McDUFF, P.A. *
ROBERT E. MURDOCH
MICHAEL R. PIPER, P.A. *
WILLIAM E. PLATOW
CHRISTOPHER L. SMITH

*BOARD CERTIFIED
CIVIL TRIAL LAWYERS

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PLEASE REPLY TO
FORT LAUDERDALE OFFICE

May 13, 1998

300002523643--8

-05/14/98-01076--001

*****52.50 *****52.50

Florida Department of State
Division of Corporations
Post Office Box 5588
Tallahassee, Florida 32314

Re: **D & C - Flamingo & 84 East, Ltd.**
Our File No. 400/34423/RPA

Gentlemen:

I am enclosing the original Amendment to Certificate and Agreement of Limited Partnership of D & C - Flamingo & 84 East, Ltd. for filing, together with my firm's check in the amount of \$52.50 representing the filing fee.

Thank you for your assistance in this matter.

Cordially yours,

Ronald P. Anselmo

Ronald P. Anselmo
For the Firm

RPA/bc
Enclosures

A22195

Name	<i>CRS</i>
Availability	<i>14</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

FILED
98 MAY 14 PM 4:09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**AMENDMENT TO CERTIFICATE AND AGREEMENT
OF LIMITED PARTNERSHIP
OF
D & C - FLAMINGO & 84 EAST, LTD.**

FILED
98 MAY 14 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AMENDMENT dated as of the 1st day of April, 1998, by and between ROBERT F. DWORS, as General Partner, and HOMELAND ENTERPRISES, INC., a Florida corporation, L.L.N. ASSOCIATES, a Florida general partnership, RONALD P. ANSELMO, SCOTT R. ANSELMO, ROBERT L. CLARK, JR. and EDWARD RAY IRA ROLLOVER (Account 0987), as Limited Partners, and DERRANCE W. CURRAN, as Resigning General Partner:

WHEREAS, the above-named persons are all of the General Partners and Limited Partners of D & C - FLAMINGO & 84 EAST, LTD., a Florida limited partnership ("the Partnership"), pursuant to an Agreement of Limited Partnership dated the 12th day of March, 1986, as amended ("the Agreement"); and

WHEREAS, the Agreement has previously been amended and the parties wish to further amend the Agreement due to the resignation and withdrawal of DERRANCE W. CURRAN as General Partner and a transfer of the ownership interests of ROBERT F. DWORS and DERRANCE W. CURRAN to HOMELAND ENTERPRISES, INC.

NOW, THEREFORE, it is agreed as follows:

1. Effective April 1, 1998, DERRANCE W. CURRAN has resigned and withdrawn as General Partner and will no longer be a Partner of the Limited Partnership and will have no further interest therein.

2. Paragraph 5 of the Agreement is hereby modified as follows to reflect the status of the Partnership interests as of April 1, 1998:

GENERAL PARTNER:

ROBERT F. DWORS

0.00%

LIMITED PARTNERS:

HOMELAND ENTERPRISES, INC.

L.L.N. ASSOCIATES

RONALD P. ANSELMO

SCOTT R. ANSELMO

ROBERT L. CLARK, JR.

MERWIN BURDICK

EDWARD RAY IRA ROLLOVER (Account 0987)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

68.14%
15.14%
5.14%
5.14%
2.50%
1.52%
1.52%

3. Robert F. Dwors shall hereafter be the sole General Partner and shall have all of the duties and powers previously given to the General Partners under the terms Agreement of Limited Partnership.

HOMELAND ENTERPRISES, INC.
a Florida corporation

Barbara L. Coats
Heleen Ballin

By: [Signature]
Its: vice president
LIMITED PARTNER

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 14 day of April, 1998, by Alberto Oriol, as Vice President of HOMELAND ENTERPRISES, INC., a Florida corporation. He/she is personally known to me or has produced _____ as identification.

Barbara L. Coats
Notary Public
Print Name: _____

My commission expires:

NOTARY PUBLIC
BARBARA L. COATS
COMMISSION # CC 433071
EXPIRES SEP 22, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

[Signature]
Barbara L. Coats

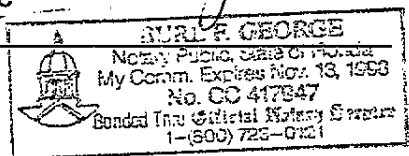
Robert F. Dwors
ROBERT F. DWORS
GENERAL PARTNER

FILED
98 MAY 14 PM 4:09
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 6th day of April, 1998, by ROBERT F. DWORS, who is personally known to me or who has produced _____ as identification.

[Signature]
Notary Public
Print Name:



My commission expires:

L.L.N. ASSOCIATES, a Florida
general partnership

Helena Ballon
Barbara L. Coats

By: *[Signature]*
LAKHI L. MOHNANI, General Partner
LIMITED PARTNER

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 22 day of April, 1998, by LAKHI L. MOHNANI, as General Partner of L.L.N. ASSOCIATES, a Florida general partnership. He is personally known to me or has produced _____ as identification.

Barbara L. Coats
Notary Public
Print Name:

My commission expires:



Barbara L. Coats
Paul Henry

Ronald P. Anselmo
RONALD P. ANSELMO
LIMITED PARTNER

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98 MAY 14 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 7 day of April, 1998, by RONALD P. ANSELMO, who is personally known to me or who has produced _____ as identification.

Barbara L. Coats
Notary Public
Print Name:

My commission expires:

BARBARA L. COATS
COMMISSION # CC 496071
EXPIRES SEP 22, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Barbara L. Coats
Paul Henry

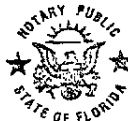
Scott R. Anselmo
SCOTT R. ANSELMO
LIMITED PARTNER

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 7 day of April, 1998, by SCOTT R. ANSELMO, who is personally known to me or who has produced _____ as identification.

Kristina J. Derner
Notary Public
Print Name: Kristina J. Derner

My commission expires:



KRISTINA J. DERNIER
My Commission CC497338
Expires Sep. 21, 1999

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98 MAY 14 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERWIN BURDICK
LIMITED PARTNER

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this ____ day of _____, 1998, by MERWIN BURDICK, who is personally known to me or who has produced _____ as identification.

Notary Public
Print Name: _____

My commission expires: _____

Edward Ray
Mary Beth Reynolds
EDWARD RAY IRA ROLLOVER (Account 0987)
LIMITED PARTNER

STATE OF FLORIDA
COUNTY OF BROWARD COLLIER

The foregoing instrument was acknowledged before me this 4th day of May, 1998, by EDWARD RAY, who is personally known to me or who has produced FL R/L as identification.

Grace M. Meyer
Notary Public
Print Name: GRACE M. MEYER

My commission expires: _____



[Signature]
Myung M. H.

[Signature]
MERWIN BURDICK
LIMITED PARTNER

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 18 day of MAY, 1998, by MERWIN BURDICK, who is personally known to me or who has produced 0632-556-49-003-0 as identification.

[Signature]
Notary Public
Print Name: ESPERANZA MARQUEZ

My commission expires:



Esperanza Marquez
My Commission CC638175
Expires April 13, 2001

EDWARD RAY IRA ROLLOVER (Account 0987)
LIMITED PARTNER

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this ____ day of _____, 1998, by EDWARD RAY, who is personally known to me or who has produced _____ as identification.

Notary Public
Print Name: _____

My commission expires:

FILED
98 MAY 14 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Marilyn Reto
Barbara L. Coats

Derrance W. Curran
DERRANCE W. CURRAN
RESIGNING GENERAL PARTNER

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 6 day of April, 1998, by DERRANCE W. CURRAN, who is personally known to me or who has produced _____ as identification.

Barbara L. Coats
Notary Public
Print Name: _____

My commission expires:

NOTARY PUBLIC
STATE OF FLORIDA
BARBARA L. COATS
COMMISSION # CC 493071
EXPIRES SEP 22, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
98 MAY 14 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA