

**A23493**  
**Bruce B. Litwer**

ATTORNEY-AT-LAW

July 3, 1997

Limited Partnership Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

900002231919--9

-07/07/97--01157--020

\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: Unicom Partnership Ltd. - Document #L41314  
Fourth Amendment to Agreement of Limited Partnership

Dear Ladies and Gentlemen:

Enclosed please find duplicate originals of the captioned Fourth Amendment.

Please arrange for one copy of this Amendment to be filed and return a stamped copy of same to the undersigned. Enclosed please find check in the amount of \$52.50 in payment of the required fee.

Thank you for your kind attention to this matter.

Very truly yours,

*WPT-45668*

*CM BBL*  
BRUCE B. LITWER

BBL/dp  
Enclosures

FILED  
97 JUL 16 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 8, 1997

BRUCE B. LITWER, ATTORNEY AT LAW  
5500 N.W. 69TH AVENUE  
LAUDERHILL, FL 33319

SUBJECT: UNICOM PARTNERSHIP LTD.  
Ref. Number: W97000015668

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97 JUL 16 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for UNICOM PARTNERSHIP 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):

Please entitle your document "Certificate of Amendment."

The document must include the date of filing of its original certificate of limited partnership. Our records reflect the original certificate was filed on October 27, 1986. Please amend your document accordingly.

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) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 897A00035178

A23 43

CERTIFICATE OF AMENDMENT

THIS CERTIFICATE OF AMENDMENT, made this 28 day of April, 1997 by and among F. TRACE, INC., a Florida corporation, General Partner, hereinafter referred to as the "General Partner"; ALL-STATE PROPERTIES L.P., a Delaware limited partnership authorized to do business in the State of Florida, and NEWNEL PARTNERSHIP, a Florida general partnership, limited partners, collectively hereinafter referred to as the "Limited Partners".

**\*\*WITNESSETH\*\***

WHEREAS, the Limited Partners, along with the predecessor to the General Partner, entered into an Agreement of Limited Partnership dated September 23, 1986 to operate under the name of Unicom Partnership Ltd. ("Unicom"), which Agreement has been amended three times, by Amendment dated April 10, 1987, Amendment dated April 22, 1987 and Amendment dated March 28, 1990 (the "Agreement"); the date of filing of the original Certificate of Limited Partnership being October 27, 1986; and

WHEREAS, the parties wish to further amend the Agreement.

NOW, THEREFORE, it is agreed:

1. The above recitals are true and correct.
2. The following shall be added to the Limited Partnership Agreement as Section 6.7:

6.7 Partners' Voting Rights. Effective immediately, notwithstanding anything herein to the contrary, on all matters requiring or permitting the vote of limited partners pursuant to this Agreement or Florida statutes, the vote of all partners, both general and limited, is required and matters shall be decided by a vote of a majority in interest of the limited and general partners of the Partnership.

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7 JUL 16 PM 3:11  
CLERK OF CIRCUIT COURT  
TALLAHASSEE, FLORIDA

3. Except as expressly modified hereby, the Agreement remains in full force and effect.

IN WITNESS WHEREOF, the undersigned have caused these presents to be executed the day and year first above written.

Signed, sealed and delivered in the presence of:


F. TRACE, INC.,  
a Florida corporation  
General Partner

By:   
STANLEY R. ROSENTHAL  
President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

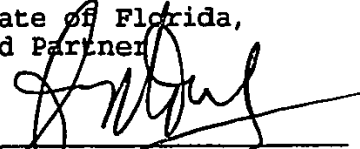
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Print name: BRUCE B. LITNER

  
Print name: DIANE M. PUSILLO

ALL-STATE PROPERTIES L.P.,  
a Delaware limited partnership  
authorized to do business in  
the State of Florida,  
Limited Partner


By:   
STANLEY R. ROSENTHAL  
General Partner

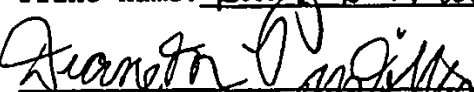
  
Print name: BRUCE B. LITNER

  
Print name: DIANE M. PUSILLO

NEWNEL PARTNERSHIP,  
a Florida general partnership,  
Limited Partner  
By: LIBMAN FAMILY CORP.,  
Managing Partner

By:   
MORRIS LIBMAN, President

  
Print name: BRUCE B. LITNER

  
Print name: DIANE M. PUSILLO