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NAME: PALM BEACH COMMERCE CENTER ASSOCIATES, LTD.

AUDIT NUMBER.....H97000001131

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

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**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF LIMITED PARTNERSHIP OF
PALM BEACH COMMERCE CENTER ASSOCIATES, LTD.
a Florida limited partnership**

PURSUANT TO SECTION 620.109, FLORIDA STATUTES

The undersigned, as or on behalf of the general partners, hereby amends the Certificate of Limited Partnership of the Partnership, as follows:

1. The name of the limited partnership is Palm Beach Commerce Center Associates, Ltd.
2. The Certificate of Limited Partnership for the Partnership was filed with the Florida Secretary of State on April 29, 1987, and assigned Document Number A24448, and was amended and restated on May 31, 1990 and on June 30, 1995.
3. The Partnership has changed its general partners and desires to amend its Certificate of Limited Partnership to reflect the new general partners.
4. Paragraph 5 of the Certificate of Limited Partnership is deleted in its entirety and the following is hereby substituted therefore:

The names and business addresses of the general partners are as follows:

Palmco Inc. One Southeast Third Avenue
17th Floor
Miami, Florida 33131

State of Florida Document Number P31949

Palmco II Inc. One Southeast Third Avenue
17th Floor
Miami, Florida 33131

State of Florida Document Number P96000037671

Richard J. Razook
Florida Bar No. 207470
Thomson Muraro Razook & Hart, P.A.
1700 Sun Bank International Center
One Southeast Third Avenue
Miami, Florida 33131

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Under penalties of perjury the undersigned declares that he has read the foregoing, knows the contents thereof and that the facts stated herein are true and correct.

Dated this 20th day of January, 1997

GENERAL PARTNERS:

Palmcos Inc.

By: _____

Hannjong Herath
Hannjong Herath - President

Palmcos II Inc.

By: _____

Hannjong Herath
Hannjong Herath - President

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