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CONTACT: NIURKA ALONSO
PHONE: (305)358-5900

ACCT#: 076150002103

FAX #: (305)358-9490

NAME: F.M.D. & F. HOLDINGS, LTD.

AUDIT NUMBER.....H97000020915

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 3

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THIS INSTRUMENT PREPARED BY:

Fax Audit # H97000020915

Gerald J. Blondo, Esq.
Murai, Wald, Blondo & Moreno, P.A.
25 S.E. 2nd Ave., # 900
Miami, FL 33131
(305) 358-5900

**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
FMD&F HOLDINGS, INC.**

The undersigned, constituting the general partner and all limited partners of FMD&F Holdings, Ltd., a Florida limited partnership, organized under the laws of the State of Florida pursuant to Certificate of Limited Partnership filed on November 9, 1987, and being assigned document number A-25463, do hereby amend the Certificate of Limited Partnership by setting forth the current names and addresses of all limited and general partners as follows:

General Partner:

The Barrington Group, Inc.
c/o Del American Properties, Inc. *536942*
1101 North Lake Destiny Drive
Suite 400
Maitland, Florida 32751

1.2% interest

Limited Partners:

Mildred DelGuidice
1101 North Lake Destiny Drive
Suite 400
Maitland, Florida 32751

4.4% interest

Gerald J. Blondo and Neil Faucett,
Trustees of
DelGuidice Family Investment Trust,
dated as of May 18, 1995
c/o Del American Properties, Inc.
1101 North Lake Destiny Drive
Suite 400
Maitland, Florida 32751

4.4% interest

DGFP, Ltd.
c/o Del American Properties, Inc.
1101 North Lake Destiny Drive
Suite 400
Maitland, Florida 32751

90% interest

IN WITNESS WHEREOF, all the partners have caused these presents to be executed on this 9 day of ~~October~~ December, 1997.

Witnesses:

[Signature]
[Signature]

[Signature]
Mildred DelGuidice

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(signatures continue)

Fax Audit # H97000020915

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Fredrick Guish

The Barrington Group, Inc.

By: Christy H. Hays

Reida Brung

DelGuidice Family Investment Trust, dated as of May 18, 1995

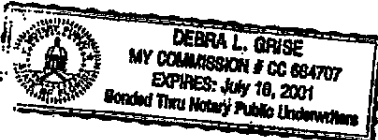
By: Neil Faucett
Neil Faucett, Trustee

Althea Hays
Sam Brung

By: Gerald J. Biondo
Gerald J. Biondo, Trustee

STATE OF FLORIDA)
COUNTY OF Orange) : ss.

The foregoing instrument was acknowledged before me this 9 day of December, 1997 by MILDRED DELGUIDICE, who is personally known to me or who has produced as identification.



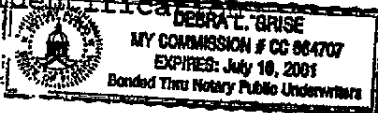
My Commission expires:

Debra L. Grise
NOTARY PUBLIC, STATE OF FLORIDA
Print name: DEBRA L. GRISE
Commission No.: CC 664707

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STATE OF FLORIDA)
COUNTY OF Orange) : ss.

The foregoing instrument was acknowledged before me this 9th day of December, 1997 by Christopher M. Brung as PRESIDENT of THE BARRINGTON GROUP, INC., a Florida corporation, on behalf of the corporation. He/She is personally known to me or has produced as identification.



My Commission expires:
G:\DELGUIDICE\GENERAL\FND&P-AM, CHR

Debra L. Grise
NOTARY PUBLIC, STATE OF FLORIDA
Print name: DEBRA L. GRISE
Commission No.: CC 664707

Fax Audit # H97000020915

Fax Audit # H97000020915

STATE OF Georgia
 COUNTY OF Paulding : ss.

The foregoing instrument was acknowledged before me this 16 day of December, 1997 by NEIL FAUCETT, as Trustee of the DELGUIDICE FAMILY INVESTMENT TRUST, DATED AS OF MAY 18, 1995, on behalf of the trust. He is personally known to me or has produced _____ as identification.

Stephanie Markers
 NOTARY PUBLIC, STATE OF GEORGIA
 Print name: Stephanie Markers
 Commission No.: _____

My Commission expires:

Notary Public, Paulding County, Georgia
 My Commission Expires January 20, 2001

STATE OF FLORIDA)
) : ss.
 COUNTY OF DADE)

18 The foregoing instrument was acknowledged before me this 18 day of December, 1997 by GERALD J. BIONDO, as Trustee, of the DELGUIDICE FAMILY INVESTMENT TRUST, DATED AS OF MAY 18, 1995, on behalf of the trust. He is personally known to me or has produced _____ as identification.

OFFICIAL NOTARY SEAL
 ALTHEA FAYE DYER
 NOTARY PUBLIC STATE OF FLORIDA
 COMMISSION NO CC421198
 MY COMMISSION EXP. NOV 16, 1998

My Commission expires: 11/16/98
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Althea Faye Dyer
 NOTARY PUBLIC, STATE OF FLORIDA
 Print name: Althea Faye Dyer
 Commission No.: CC421198

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