

Equity Merchant Banking Corporation, L.C.

A26382

October 16, 2000

A26382

MJH

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

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-10/17/00--01067--001
*****52.50 *****52.50

Dear Sirs:

Enclosed for submission you will find a Certificate of Amendment to Certificate of Limited Partnership of Alass Investment Partners, Ltd. along with check number 2985 in the amount of \$52.50 for filing fees owed.

Should you have any questions, please contact me at 954-202-9990.

Sincerely,

Susan E. Koons

Susan E. Koons
Executive Assistant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 17 AM 10:58

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
ALASS INVESTMENT PARTNERS, LTD.**

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on May 6, 1988, adopts the following certificate of amendment to its certificate of limited partnership:

F-5601

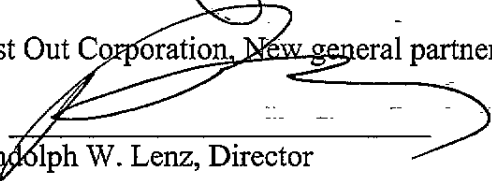
FIRST: Article number 4 is being amended to read: The name of the general partner is First Out Corporation, a Delaware corporation, and its address is 5401 N. Federal Highway, Fort Lauderdale, Florida 33308

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

Alass Corporation, Current general partner

By: 
F. Ross Walpole, Director

First Out Corporation, New general partner

By: 
Randolph W. Lenz, Director

Dated as of December 30, 1999

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