

A26999

600 Cleveland Street
Suite 940
Clearwater, FL 34615

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Fax: 443-0129

February 6, 1997

VIA OVERNIGHT COURIER

Division of Corporations
Attn. Registration Section
409 East Gaines Street
Tallahassee, Florida 32301

Re: MAS Two Limited Partnership
Ref Number: A26999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 10 AM 9:05

30000208737-0
-02/14/97-01007-002
*****\$2.50 *****\$2.50

Dear Sir or Madam:

Per your request, and our telephone conversation, enclosed are the following:

1. Copy of your letter dated January 10, 1997.
2. Original Annual Report. There was an attempt to change the general partner on the form. Pursuant to our telephone conversation, I have scratched through the change and typed in the original information. Please note that the registered agent has been changed.
3. Original check in the amount of \$576.25 to cover the annual report filing fee.
4. Original Certificate of Amendment of Application of Foreign Limited Partnership.
5. Original check in the amount of \$52.50 to cover the filing fee for the Amendment.

If any additional documentation is required, or any problems arise, please contact this office. Thank you for your assistance in this matter.

Sincerely,

Elise K. Winters

A26999

Name	Elise K. Winters
Availability	2/13
Document Examiner	Elise K. Winters
Updater	Elise K. Winters
Updater Verifier	Elise K. Winters
Acknowledgement	Elise K. Winters
W. P. Verifier	Elise K. Winters

EKW:srs
Enclosure

CERTIFICATE OF AMENDMENT
TO APPLICATION FOR REGISTRATION
OF
MAS TWO LIMITED PARTNERSHIP

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership submits this certificate of amendment to its registration application for the purpose of registering the change of its general partner.

The registration application is amended as follows:

1. MAS Two Generals has withdrawn as general partner.
2. MAS Two General Partner, Inc. has been admitted as a general partner.
*2200 Lucien Way, Suite 250 #95000014781
Maitland, Fl. 32751-7019*

MAS TWO GENERAL PARTNER, INC.

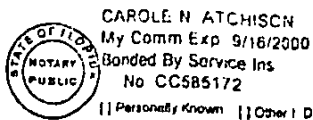
By:

[Signature]
George D. Livingston, President

STATE OF FLORIDA
COUNTY OF

The foregoing instrument was acknowledged before me this ____ day of February, 1997, by George D. Livingston, as President of MAS Two General Partner, Inc., on behalf of the corporation. He is personally known to me and he did take an oath.

NOTARY PUBLIC



Carol N Atchison
State of Florida at Large
My Commission Expires: 9/16/2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 10 AM 9:06