

A28888

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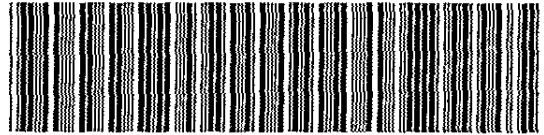
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TALLAHASSEE, FLORIDA

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ROBERT S. RICHARD
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Writer's Direct Number
(334) 241-8094
e-mail: kathy@chlaw.com

March 29, 2004

Florida Dept. of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

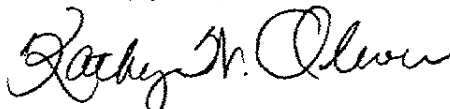
**RE: Certificate of Amendment to Agreement and Certificate of
Limited Partnership of Alagold Communities, Ltd., L.L.P.**

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Certificate of Amendment and a check made payable to Department of State in the amount of \$52.50 for the required fee. Please return filing evidence in the enclosed pre-addressed envelope.

If you have any question, please call me at the number above. Thank you for your assistance.

Sincerely yours,



Kathy W. Oliver
Paralegal

/kwo

Enclosures

cc: John Herbert Roth, Esq.

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150 SOUTH PERRY STREET (36104), POST OFFICE BOX 2069, MONTGOMERY, ALABAMA 36102-2069

334 241 8000 tel 334 323 8888 fax www.chlaw.com



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 9, 2004

KATHY OLIVER
150 SOUTH PERRY STREET
MONTGOMERY, AL 36102-2069

SUBJECT: ALAGOLD COMMUNITIES, LTD., L.L.P.
Ref. Number: A28888

We have received your document for ALAGOLD COMMUNITIES, LTD., L.L.P. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 004A00023467

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TALLAHASSEE, FLORIDA

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OF COUNSEL:
ROBERT S. RICHARD
JOHN B. SCOTT, JR.

Writer's Direct Number
(334) 241-8094
e-mail: kathy@chlaw.com

April 30, 2004

VIA FEDERAL EXPRESS

Florida Dept. of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

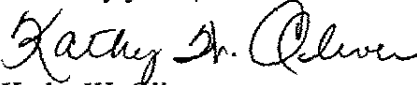
**RE: Certificate of Amendment to Agreement and Certificate of
Limited Partnership of Alagold Communities, Ltd., L.L.P.**

Dear Sir or Madam:

Enclosed for filing are the corrected original, one copy of the Certificate of Amendment and a copy of correspondence from Tammi Cline, Document Specialist. As stated in Ms. Cline's correspondence, your office received and has retained our previously sent filing fee of \$52.50. Please return filing evidence in the enclosed pre-addressed envelope.

If you have any question, please call me at the number above. Thank you for your assistance.

Sincerely yours,


Kathy W. Oliver
Paralegal

/kwo

Enclosures

cc: John Herbert Roth, Esq.

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**CERTIFICATE OF AMENDMENT
TO
AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP
OF
ALAGOLD COMMUNITIES, LTD., L.L.P.**

Pursuant to Florida Statute, section 620.109, the Agreement and Certificate of Limited Partnership of Alagold Communities, Ltd., L.L.P. (the "Certificate"), is amended as follows.

1. **Name of Limited Partnership.** The name of the Partnership is Alagold Communities, Ltd., L.L.P.

2. **Date of Filing of Certificate of Limited Partnership.** The Certificate was filed in the offices of the Secretary of State of Florida, on August 31, 1989.

3. **Amendment to Agreement and Certificate of Limited Partnership.** The Certificate is amended to provide that the following persons have the following percentage interests as general and limited partners in the Partnership effective as of the day of filing with the Secretary of State of Florida:

<u>General Partners</u>	<u>Amended General Partner Interest Percentage</u>
Que Sera Corporation	<u>5%</u>
Total	<u>5%</u>
<u>Limited Partners</u>	<u>Amended Limited Partner Interest Percentage</u>
Que Sera Corporation	90%
Kyle Shinbaum	<u>5%</u>
Total	<u>95%</u>

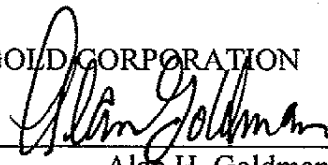
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4. **No other amendment.** All other provisions of the Certificate not expressly modified by this Amendment remain in full force and effect.

Dated: April 30, 2004.

ALAGOLD CORPORATION

By: _____



Alan H. Goldman
Its President