

A29436

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LIMITED PARTNERSHIP AMENDMENT

SHERWOOD LAKE LIMITED PARTNERSHIP

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THIS INSTRUMENT PREPARED BY:
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FIRST AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, as general partner of SHERWOOD LAKE LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership"), herein and hereby amends the Certificate of Limited Partnership of Sherwood Lake Limited Partnership as the same was filed with the Secretary of State on December 27, 1989 and assigned document number A29436. The effect of this Amendment is to eliminate all reference to the limited partners. Marketing & Management Associates, Inc. and SMI Investments, Inc. are no longer limited partners in the Partnership.

In addition, the place of business of the Partnership is:

2937 SW 27th Avenue
 Suite 303
 Coconut Grove, FL 33133

The Registered Agent of the Partnership located at the place of business of the Partnership is Lloyd J. Boggio.

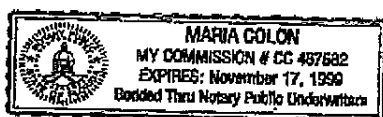
SHERWOOD LAKE, INC.

By: 

Lloyd J. Boggio, President

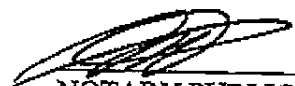
STATE OF FLORIDA)
) SS:
 COUNTY OF MIAMI-DADE)

Sworn to and subscribed before me this 22 day of December, 1998 by Lloyd J. Boggio, as President of SHERWOOD LAKE, INC., a Florida corporation, the general partner of SHERWOOD LAKE LIMITED PARTNERSHIP, a Florida limited partnership, on behalf of the partnership. He is personally known to me or has produced _____ as identification



My Commission Expires:

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 NOTARY PUBLIC, State of Florida
 Print Name: MARIA COLON
 Commission No.: _____

CERTIFICATE OF REGISTERED AGENT
OF
SHERWOOD LAKES LIMITED PARTNERSHIP

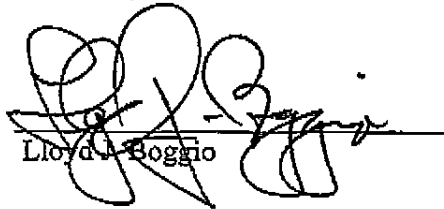
In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:

That SHERWOOD LAKES LIMITED PARTNERSHIP designates its principal office, as indicated in the First Amendment to Certificate of Limited Partnership, at City of Coconut Grove, County of Miami-Dade, State of Florida, has named Lloyd J. Boggio, 2937 S. W. 27th Avenue, Suite 303, Coconut Grove, FL 33133, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, and place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 22 day of December, 1998.


Lloyd J. Boggio

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