

A29443

**Chauncey & Seigle, P. A.**

241 Bradley Place  
Palm Beach, Florida 33480

Harrison K. Chauncey, Jr.  
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January 3, 1997

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

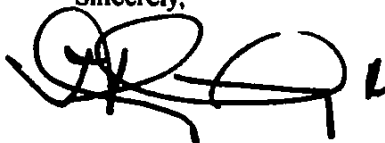
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\*\*\*\*105.00 \*\*\*\*105.00

RE: Alex W. Dreyfoos, Jr. Foundation Partnership, Ltd.

Gentlemen:

Enclosed please find original Amendment to Certificate of Limited Partnership in connection with the above-captioned matter together with our firm's check in the amount of \$105.00 to cover the filing fee and the cost of a certified copy of the Amendment.

Sincerely,



Harrison K. Chauncey, Jr.

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JAN - 8 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosure

Name	A29443
Address	
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AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

ALEX W. DREYFOOS, JR., FOUNDATION PARTNERSHIP, LTD., a limited partnership existing under the laws of the State of Florida, pursuant to the provisions of Section 620.109 of the Florida Statutes, hereby amends its certificates of limited partnership now of record in the office of the Department of State, as follows:

Paragraph 3 of the certificate of limited partnership which now reads as follows:

The location of the principal place of business is to be at Fairfield Drive, in the City of Mangonia, State of Florida.

is hereby amended to read as follows:

The location of the principal place of business is to be at 505 South Flagler Drive, Suite 1450, in the City of West Palm Beach, State of Florida.

Paragraph 4 of the certificate of limited partnership which now reads as follows:

(a) The name and place of residence of each general partner interested in the partnership are as follows:

Name	Business Address
Alex W. Dreyfoos, Jr.	%Photo Electronics Corporation Fairfield Drive West Palm Beach, Florida 33407

(b) The name and place of residence of the limited partner of the partnership is as follows:

Name	Mailing Address
Massachusetts Institute of Technology	77 Massachusetts Avenue Cambridge, MA 02139

is hereby amended to read as follows:

(a) The name and place of residence of each general partner interested in the partnership are as follows:

Name	Business Address
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Photo Electronics  
Corporation

535062

505 South Flagler Drive  
Suite 1450  
West Palm Beach, Florida 33401

(b) The name and places of residence of the limited partners of the partnership are as follows:

Name	Mailing Address
Alex W. Dreyfoos, Jr.	%Photo Electronics Corporation 505 South Flagler Drive Suite 1450 West Palm Beach, Florida 33401
Dickron E. Murray	%Photo Electronics Corporation 505 South Flagler Drive Suite 1450 West Palm Beach, Florida 33401

Paragraph 9 of the certificate of limited partnership which now reads as follows:

The share of the profits or any other compensation by way of income which the limited partner shall receive by reason of his or her contributions is seventeen (17%) of the profits of the partnership.

is hereby amended to read as follows:

The share of the profits or any other compensation by way of income which the limited partner, Alex W. Dreyfoos, Jr., shall receive by reason of his or her contributions is Ninety-Four and Point Seventy Five Percent (94.75%) of the profits of the partnership. The share of the profits or any other compensation by way of income which the limited partner, Dickron E. Murray, shall receive by reason of his or her contributions is Four and Point Twenty Five Percent (4.25%) of the profits of the partnership.

The foregoing amendment to the certificate of limited partnership now on file is hereby adopted by all of the members of the limited partnership, to be effective on the filing of this amendment for record in the office of the Department of State of the State of Florida, and on such filing to become a provision of

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

the partnership agreement and of the certificate of limited partnership. The original certificate of limited partnership was filed with the Secretary of State on December 29, 1989.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to Certificate of Limited Partnership, this 27 day of December, 1996.

Signed, sealed and delivered in the presence of:

*[Handwritten signatures of two witnesses]*

PHOTO ELECTRONICS CORPORATION  
a Florida corporation

By: *[Signature of Alex W. Dreyfoos, Jr.]*  
Title: Chairman

*[Signature of Alex W. Dreyfoos, Jr.]*  
ALEX W. DREYFOOS, JR.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
COUNTY OF PALM BEACH ) SS:

The foregoing instrument was acknowledged before me this 27 day of DEC, 1996, by Alex W. Dreyfoos, Jr., as President of Photo Electronics Corporation, a Florida corporation and the former General Partner of ALEX W. DREYFOOS, JR., FOUNDATION PARTNERSHIP, LTD., a Florida limited partnership.

*[Signature of Connie J. Graham]*  
Notary Public

(NOTARY SEAL)

My commission expires:



Connie J. Graham  
MY COMMISSION # 00000003 EXPIRES  
January 21, 2000  
BONDING TRUST TRUST INSURANCE, INC.