

Division of Corporations

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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION

EL MERCADO ASSOCIATES, LTD.

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**SECOND AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF EL MERCADO ASSOCIATES, LTD., A FLORIDA LIMITED PARTNERSHIP**

This Second Amendment is made to that certain Certificate of Limited Partnership of El Mercado Associates, Ltd., a Florida limited partnership, filed with the Secretary of State of Florida on December 26, 1991, as amended by that certain Amendment to Certificate of Limited Partnership of El Mercado Associates, Ltd., a Florida limited partnership, filed with the Secretary of State of Florida on September 18, 2000 (collectively, the "Certificate").

Paragraph 7 of the Certificate is hereby deleted in its entirety.

The execution of this Second Amendment to Certificate of Limited Partnership by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

In WITNESS WHEREOF, this Second Amendment to Certificate of Limited Partnership has been executed by the general partner of El Mercado Associates, Ltd. this 20th day of December, 2006.

GENERAL PARTNER:

EL MERCADO, INC., a Florida corporation

By: 

Allen R. Greenwald, President

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