



THE UNITED STATES
CORPORATION
COMPANY

A33112

ACCOUNT NO. : 072100000032

REFERENCE : 907938 4371937

AUTHORIZATION :

COST LIMIT : \$ 105.00

ORDER DATE : November 22, 2000

ORDER TIME : 12:45 PM

ORDER NO. : 907938-010

CUSTOMER NO: 4371937

CUSTOMER: Marilyn Kuffner, Legal Asst
Trivest, Inc.
2665 S. Bayshore Drive
Suite #800
Miami, FL 33133

3000003474919--3

DOMESTIC AMENDMENT FILING

NAME: TRIVEST 1992 SPECIAL FUND,
LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER'S INITIALS: _____

FILED
00 NOV 22 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NOV 22 2000
DIVISION OF CORPORATIONS

TO ASK FOR A
CERTIFIED COPY
OF THIS FILING

11/22

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
TRIVEST 1992 SPECIAL FUND, LTD.**

FILED
00 NOV 22 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and §620.109 of the Florida Statutes, the undersigned, being the Sole General Partner of TRIVEST 1992 SPECIAL FUND, LTD. does hereby duly execute and file with the Florida Secretary of State this Certificate of Amendment to Certificate of Limited Partnership.

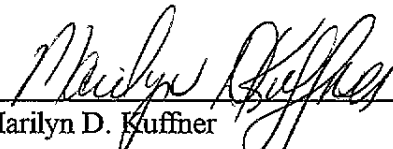
1. The name of the limited partnership is TRIVEST 1992 SPECIAL FUND, LTD.
2. The date of filing of the original Certificate of Limited Partnership was **June 25, 1992** under Document #A33112.
3. This Certificate of Amendment to the Certificate of Limited Partnership is being filed to amend Section 7 of the original Certificate of Limited Partnership to read as follows:
 6. The latest date upon which the limited partnership is to dissolve is October 31, 2002.
4. Except as hereby amended the Certificate of Limited Partnership shall remain the same.

IN WITNESS WHEREOF, the undersigned, being the Sole General Partner has executed this Certificate of Amendment to the Certificate of Limited Partnership for the purposes herein expressed on this 21st day of November 2000.

SOLE GENERAL PARTNER:

TRIVEST 1992 S.F. MANAGER, INC., a Florida corporation, its sole general partner

BY:


Marilyn D. Kuffner
Secretary