

A93000000329

TransInvest

March 23, 1999

Ms. Diane Cushing
Division of Corporations
Florida Department of State
P O Box 6327
Tallahassee, Florida 32314

Dear Diane:

Please find enclosed check in the amount of \$52.50 payable to the Department of State
for the document for Corim-Laura Street, Ltd., Letter Number:299A00013465.

Please proceed with the filing of the document. Thank you.

Sincerely,



Ute G. Brune
Associate

Enclosure:

FILED
99 MAR 31 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| Name Availability | |
| Document Examiner | DCC |
| Updater | DCC |
| Updater Verifier | DCC |
| Acknowledgement | DCC |
| W. P. Verifier | DCC |

C. TAX _____
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R. AGENT FEE _____
C. COPY _____
TOTAL _____
N. BANK _____
BALANCE DUE _____
REFUND _____

A93000000329

THE TRANSINVEST GROUP LLC
THE GRAND, SUITE 2720, 75 FOURTEENTH STREET, ATLANTA, GA 30309 USA
TELEPHONE: (001) (404) 870 4211 FAX: (001) (404) 870 4212

TransInvest

March 9, 1999

Ms. Diane Cushing
Corporate Specialist
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Fla 32314-6327

Re: Corim-Laura Street, Ltd.
Document # A93000000329

Dear Diane;

As we discussed, I am sending to you the amendment to the Corim-Laura Street, Ltd. partnership agreement which has been signed by the new general partner of the deal (Mr. Schneider).

In this first amendment, Mr. Schneider was the limited partner and he basically bought out the general partner and transferred the total interest in Corim-Laura Street, Ltd. to Schneider Properties Co. Schneider Properties Co is now the new general partner of the deal as stated in §1.10 of the amendment.

I have also had Mr. Schnedier sign the amendment accepting himself as the new general partner in the deal.

Please let me know of any questions and have a nice day.

Regards,



Margaret A. Soens
as Agent

co:1019.doc
attachments

THE TRANSINVEST GROUP LLC
THE GRAND, SUITE 2720, 75 FOURTEENTH STREET, ATLANTA, GA 30309 USA
TELEPHONE: (001) (404) 870 4211 FAX: (001) (404) 870 4212



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 4, 1999

MARGARET A. SOENS
TRANSINVEST GROUP LLP
75 14TH STREET, THE GRAND, SUITE 2720
ATLANTA, GA 30309

SUBJECT: CORIM-LAURA STREET, LTD.
Ref. Number: A93000000329

We have received your document for CORIM-LAURA STREET, LTD. and your check(s) totaling \$526.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

As stated in my previous letter we must have original signatures on the amendment. The ones who actually need to sign is the general partner. You may wish to start over on the amendment and use the attached application.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 799A00010070



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 18, 1999

MARGARET A. SOENS
THE TRANSINVEST GROUP LLC
75 FOURTEENTH ST., THE GRAND, STE 2720
ATLANTA, GA 30309

SUBJECT: CORIM-LAURA STREET, LTD.
Ref. Number: A93000000329

We have received your document for CORIM-LAURA STREET, LTD.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$52.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

I'm sorry that I didn't mention this in my previous letter.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 299A00013465

EXHIBIT "D"
FIRST AMENDMENT TO
CORIM-LAURA STREET LTD. LIMITED PARTNERSHIP AGREEMENT

THIS AGREEMENT (the "Agreement"), made and entered into this 13th day of December, 1996, by and between CORIM, INC. (the "General Partner"), and ABS FARMS, INC. ("ABS") and CORIM, INC. ("Corim") (collectively the "Limited Partners")

WITNESSETH:

WHEREAS, the General Partner and the Limited Partners are the owners of 100% of the partnership interest in Corim-Laura Street Ltd., a Florida limited partnership (the "Partnership"), pursuant to the Corim-Laura Street Ltd. Limited Partnership Agreement (the "Partnership Agreement"); and

WHEREAS the General Partner holds a one percent (1%) partnership interest, ABS holds a fifty percent (50%) of Class A limited partnership interest and Corim holds a forty nine percent (49%) of Class B limited partnership interests; and

WHEREAS, the General Partner and Corim have transferred their entire ownership interest in the Partnership to Schneider Properties Co. ("Schneider"), all in accordance with the terms and conditions set forth herein or otherwise contained in the Transfer Agreement between Corim and Schneider dated December 13, 1996, attached hereto as Exhibit "A" (the "Transfer"); and

WHEREAS, the General Partner and the Limited Partners hereby agree to waive any and all of their rights pursuant to the Partnership Agreement with respect to and in connection with the Transfer; and

WHEREAS, the parties hereto agree to amend the Partnership Agreement in accordance with the Transfer;

NOW, THEREFORE, the parties hereto agree as follows:

1.

The first paragraph of the Amended and Restated Limited Partnership is hereby amended to the effect that any reference to Corim, Inc. is hereby deleted and substituted by the following:

"This Amended and Restated Agreement is made as of December 13, 1996 between Schneider Properties Co. and the persons whose names are listed on Exhibit A as Limited Partners".

2.

§ 1.10 and Exhibit A of the Amended and Restated Limited Partnership Agreement as attached in Exhibit "B" are hereby amended to the effect of showing the partners' percentage interests as set forth below:

Name

Percentage Interest
in Partnership

EXHIBIT "D"

General Partner

1%

Schneider Properties Co.
2801 Highway 41 South
Elko, Georgia 31025

\$ 45,848.33

Limited Partners

Class A

50%

ABS Farms, Inc.
2801 Highway 41
Elko, Georgia 31025

\$4,500,000

Class B

49%

Schneider Properties Co.
2801 Highway 41
Elko, Georgia 31025

\$2,288,885

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TALLAHASSEE, FLORIDA

3.

Section 2.02 of the Amended and Restated Limited Partnership Agreement is hereby deleted and substituted by the following:

2.02 Agent for Service of Process .NRAI shall be the Partnership's agent for service of process within the State of Florida and for such purpose the address shall be 526 East Park Avenue, Tallahassee, Florida 30301. "

Section 5.2(d) shall be deleted in its entirety and substituted by the following:

"The general partner Schneider shall act as tax matters partner of the Partnership as defined in Code Section 6231(a)(7)."

The parties hereto expressly agree to waive any and all of their respective rights pursuant to the Partnership Agreement solely with respect to and in connection with the Transfer.

IN WITNESS WHEREOF, the undersigned parties have signed and sealed this Agreement on the day and year first above written.

H. Selin
B. Selin

EXHIBIT "D"

GENERAL PARTNER

CORIM, INC.

By: B. I. Weyt
Title: PRESIDENT

LIMITED PARTNERS

ABS FARMS, INC. Bernhard Schneider

By: Bernhard Schneider
Bernhard Schneider

CORIM, INC.

By: B. I. Weyt
PRESIDENT

SCHNEIDER PROPERTIES CO

Bernhard Schneider
Bernard Schneider
President

FILED
99 MAR 31 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA