

Division of Corporations

Page 1 of 1

A93000000376

Florida Department of State
Division of Corporations
Public Access System
 Sandra B. Morham, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H98000021007 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
 Fax Number : (850) 922-4003

From:

Account Name : LEVINE & PARTNERS, P.A.
 Account Number : 074677001117
 Phone : (305) 372-1350
 Fax Number : (305) 372-1352

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 NOV 12 AM 10:10

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

98 NOV 12 AM 9:19

RECEIVED

LIMITED PARTNERSHIP AMENDMENT**CENTRAL FLORIDA INCOME APPRECIATION FUND, LTD.**

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$61.25

A93-376

Name	OR 11-12
Availability	OR
Document Examiner	OR
Updater	OR
Updater Verifier	OR
Acknowledgement	OR

Electronic Filing Menu**Corporate Filing****Public Access Info**

FA# H98- 000021007

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
CENTRAL FLORIDA INCOME APPRECIATION FUND, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

In accordance with Section 620.101 of the Florida Statutes the undersigned, desiring to amend the Certificate of Limited Partnership (the "Certificate") and the Agreement of Limited Partnership for the above-named Florida limited partnership (the "Partnership"), hereby certify as follows:

1. **NAME.** The name of the Partnership is **CENTRAL FLORIDA INCOME APPRECIATION FUND, LTD.**

2. **FILING OF CERTIFICATE.** The Certificate was filed on April 15, 1993 with the Florida Department of State. The Document Number is A93000000376. An Amendment changing the partnership name was filed with the Department of State of November 4, 1993, a second Amendment changing the partnership name was filed with the Department of State on June 16, 1994, a third Amendment withdrawing one general partner and substituting a new general partner was filed with the Department of State on July 22, 1994, a fourth Amendment substituting the general partners was filed with the Department of State on August 5, 1994, and a fifth Amendment amending the general partner's identity was filed with the Department of State on June 11, 1998.

3. **AMENDMENT.** The Certificate is hereby amended as follows:

a. **BARON CAPITAL OF FLORIDA, INC.,** a Florida corporation (Document No. P98000095117), shall be the sole general partner of the Partnership from and after the date hereof.

b. The principal address and the mailing address of **BARON CAPITAL OF FLORIDA, INC.** is 7826 Cooper Road, Cincinnati, Ohio 45242.

Alan W. Levine, Esq.
Levine & Partners, P.A.
1110 Brickell Avenue, 7th floor
Miami, Florida 33131
Telephone: (305) 372-1350
Florida Bar Number: 0866822

FA#: H98 000021007

g/423.013/4/cert/amd.400

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 AM 10:10

FA#: H98 000021007

c. The principal office and mailing address of the Partnership is 7826 Cooper Road, Cincinnati, Ohio 45242.

d. The address of the registered office and name of the registered agent for service of process required to be maintained by F.S. 620.105 is: Alan W. Levine, Esq., 1110 Brickell Avenue, 7th Floor, Miami, Florida 33131.

4. The foregoing Certificate of Amendment was adopted by the general partner of the Partnership, and has been executed by the withdrawing general partner and the substitute general partner. This Amendment is effective upon complete execution of this Certificate of Amendment, provided it is subsequently filed for record at the office of the Department of State of Florida, and upon such execution, this Amendment shall be deemed complete and such Certificate of Amendment shall become a provision of the Partnership Agreement and of the Certificate of Limited Partnership.

WITNESS our hands and seals this 10th day of November, 1998.

WITHDRAWING GENERAL PARTNER:

SIGMA FINANCIAL CAPITAL VI, INC.
a Michigan corporation

By: _____

Jerome S. Rydell, President

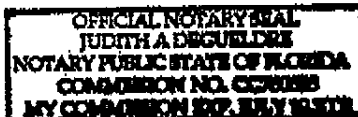
STATE OF Florida
~~MICHIGAN~~
COUNTY OF Hernando

The foregoing instrument was acknowledged before me this 10th day of November, 1998 by JEROME S. RYDELL, President of Sigma Financial Capital VI, Inc., a Michigan corporation, and he acknowledged executing the same in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation. He is personally known to me.

Judith A. Dequeldre
Notary Public, State of ~~Michigan~~
FLORIDA

My Commission Expires: July 19, 2002

FA#:H98 000021007



g:\423.013\dl\certand.doc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 AM 10:10

NOV. 11 '98 (WED) 12:11
NOV. 10 '98 (TUE) 12:50

305 372 1952
305 372 1952

PAGE. 4/5
PAGE. 4/5

FA#: H98-000021007

SUBSTITUTED GENERAL PARTNER:

BARON CAPITAL OF FLORIDA, INC.,
a Florida corporation

Pamela N. Vearl
Sharon Studd

By:

Gregory K. McGrath, President

STATE OF OHIO
COUNTY OF HAMILTON

The foregoing instrument was acknowledged before me this 10th day of November, 1998 by GREGORY K. McGRATH, President of Baron Capital of Florida, Inc. and he acknowledged executing the same in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation. He is personally known to me.

Pamela N. Vearl
Notary Public, State of Ohio

My Commission Expires:



PAMELA N. VEAREL
Notary Public
In and for the State of Ohio
My Commission Expires
January 20, 2003

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 NOV 12 AM 10:10

FA#: H98-000021007

NOV. 11 '98 (WED) 12:12

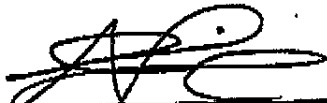
305 372 1352
305 372 1352

PAGE. 5/5
PAGE. 5/6

NOV. 10 '98 (TUE) 12:50

FA#: H98- 000021007

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR CENTRAL
FLORIDA INCOME APPRECIATION FUND, LTD. AT THE PLACE DESIGNATED IN
THIS CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP,
I HEREBY AGREE TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE
PROVISIONS OF FLORIDA LAW RELATIVE TO KEEPING OPEN SAID OFFICE.


ALAN W. LEVINE, ESQ.
REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 AM 10:10

FA#: H98- 000021007

g/423.013/d/certamd.doc