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Chopin, Miller & Yudenfreund
Attorneys at Law
A Partnership which includes Professional Associations

4440 Royal Palm Way
Palm Beach, Florida 33480

Telephone: (407) 655-9500
Facsimile: (407) 655-9508

December 2, 1996

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

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Re: St. Antoine Plaza, Ltd.

Dear Sir/Madam:

I am enclosing an Amendment to the Certificate of Limited Partnership for the above referenced corporation. I am also enclosing a check in the amount of \$105.00 in payment of the fee for filing the Amendment to Certificate of Limited Partnership and the return of a certified copy. Please forward the above referenced copy to me as soon as possible.

Please know your efforts in this matter are appreciated. If you should have any questions regarding this, please do not hesitate to contact me.

Sincerely,

W. Morgan Speer
W. Morgan Speer

WMS/rkg
Enclosures

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SEC. OF STATE

A93-982

Name	
Availability	
Document Examiner	dec
Updater	dec
Updater Verifier	dec
Acknowledgement	dec
W. P. Verifier	dec

Chopin, Miller & Yudenfreund
Attorneys at Law
A Partnership which includes Professional Associations

1440 Royal Palm Way
Palm Beach, Florida 33480

Telephone: (407) 655-9500
Facsimile: (407) 655-9508

December 19, 1996

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
Limited Partnership Section
409 E. Gaines Street
Tallahassee, FL 32399
Attn: Diane

Re: St. Antoine Plaza, Ltd.

Dear Diane:

Per our telephone conversation, enclosed is a revised Amendment to the Certificate of Limited Partnership for the above referenced Limited Partnership, which now includes the address of the new General Partner. I would appreciate it if you would file this as soon as possible.

Your efforts in this matter are appreciated.

Sincerely,

W. Morgan Speer
W. Morgan Speer

WMS/rkg
Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 11, 1996

W. MORGAN SPEER
440 ROYAL PALM WAY
PALM BEACH, FL 33480

SUBJECT: ST. ANTOINE PLAZA, LTD.
Ref. Number: A93000000982

We have received your document for ST. ANTOINE PLAZA, LTD. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires the certificate include the names and street addresses of the general partners.

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 (904) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 696A00055385

**AMENDMENT TO CERTIFICATE OF
LIMITED PARTNERSHIP OF
ST. ANTOINE PLAZA, LTD.**

The undersigned being the General Partner of St. Antoine Plaza, Ltd., a Florida Limited Partnership (the "Partnership") in order to amend the Certificate of Limited Partnership under and pursuant to the Florida Revised Uniform Limited Partnership Act (1986) does hereby certify and set forth the following:

FIRST: The name of the Limited Partnership is St. Antoine Plaza, Ltd.

SECOND: The date of filing of the Certificate of Limited Partnership was September 27, 1993.

THIRD: St. Antoine Plaza, Inc. has withdrawn as the General Partner, and St. Antoine Limited Partner, Inc. whose address is ⁹⁹³⁰⁰⁰⁰⁶⁴⁰²³ c/o Chopin, Miller & Yudenfreund, 440 Royal Palm Way, Suite 200, Palm Beach, Florida 33480, was appointed as the General Partner.

FOURTH: Pursuant to the provisions of Chapter 620.123, Florida Statutes, the General Partner, St. Antoine Limited Partner, Inc., a corporation organized and existing under the laws of the State of Florida, is in active status, in good standing, and its corporate status has not been dissolved, revoked or withdrawn.

FIFTH: Pursuant to the provisions of Chapter 620.157, Florida Statutes, the Partnership is not dissolved and is not required to be wound up by reason of the event of the withdrawal of

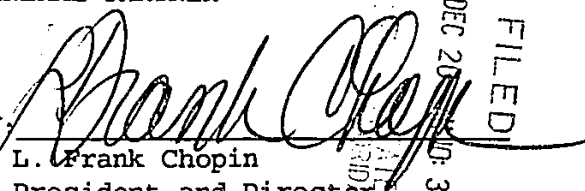
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TALLAHASSEE, FLORIDA

the General Partner in that within 90 days from the date of the withdrawal, all partners have agreed in writing to continue the business of the Partnership and to the appointment of the new General Partner, St. Antoine Limited Partner, Inc.

THE UNDERSIGNED, being the General Partner, does make, file and record this Certificate of Amendment, and does affirm under the penalties of perjury that the facts stated herein are true, and it has accordingly hereunto set its hand and seal this 2nd day of December 1996.

St. Antoine Limited Partner, Inc.
GENERAL PARTNER

BY:


L. Frank Chopin
President and Director

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