

A93000001143
RHODES HOLDINGS, INC.

50 Australian Avenue S., Suite 110
West Palm Beach, FL 33401

phone: 561-659-5400

fax: 561-659-5671

email: rhodesp@mindspring.com

December 12, 2001

Florida Div of Corporations
PO Box 6327
Tallahassee, FL 32314

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Document No. A9300001143

Dear Sir or Madam:

Please find enclosed a Certificate of Amendment to Indrio Place, Ltd., along with the filing fee. Kindly return a certified copy for our records.

Thank you.

CWS

Sincerely,

Sally A. Larson
Sally A. Larson

/sal

Enclosures

FILED
01 DEC 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A93-1143
OR

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
INDRIO PLACE, LTD.**

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on 11/3/93 adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment:

Paul Rhodes is hereby withdrawn as General Partner

601-26690

Indrio Place, LLC is hereby admitted as new General Partner, and whose address is 500 Australian Ave. So., Suite 110, West Palm Beach, FL 33401.

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

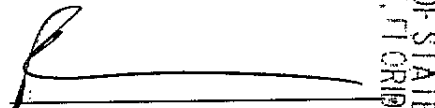
Signature of current general partner:



Paul Rhodes

12/1/01
Date

Signature of new general partner:



Indrio Place, LLC

By Paul Rhodes, Managing Member

12/1/01
Date

FILED
01 DEC 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA