

A93000001446

Midway Commerce Center, Ltd.

Plaza Center
Suite 300
251A Royal Palm Way
Palm Beach, FL 33480-4355
561-659-5400
Fax 561-659-5671

June 16, 1999

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*****52.50 *****52.50

Florida Dept. of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Midway Commerce Center, Ltd.

Dear Sir or Madam:

Please find enclosed a certificate of amendment to the above-referenced partnership.
Enclosed is the required filing fee of \$52.50.

Sincerely,

Sally A. Larson

Sally A. Larson

/sal

Enclosure

A93-1446

| | |
|-------------------|-----|
| Name | MJH |
| Availability | |
| Document Examiner | |
| Updater | |
| Updater Verifier | |
| Acknowledgement | |
| W. P. Verifier | |

FILED
99 JUL -6 AM 10:55
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 24, 1999

SALLY A. LARSON
MIDWAY COMMERCE CENTER, LTD.
251A ROYAL PALM WAY, SUITE 300
PALM BEACH, FL 33480-4355

SUBJECT: MIDWAY COMMERCE CENTER, LTD.
Ref. Number: A93000001446

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

The effective day must be specific and cannot be prior to the date of filing.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 299A00033736

FIRST AMENDMENT
TO
LIMITED PARTNERSHIP AGREEMENT
OF
MIDWAY COMMERCE CENTER, LTD.

Effective as of July 15, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL -6 AM 10:55

FIRST AMENDMENT effective as of July 15, 1999 of LIMITED PARTNERSHIP AGREEMENT (the "Agreement") by and among MIDWAY COMMERCE CENTER, LTD., a Florida limited partnership (the "Partnership"), PAUL RHODES, the General Partner (the "General Partner"), MICHAEL STEIN, MARTIN A. LIST, and CYNTHIA S. LIST as Trustee for Cynthia S. List Trust. The parties hereto other than the General Partner are hereinafter sometimes referred to individually as a "Limited Partner" or collectively as the "Limited Partners". The General Partner and the Limited Partners are hereinafter sometimes collectively referred to as the "Partners" or individually as a "Partner."

999000035102

WHEREAS a corporation has been formed in the name of Midway Commerce Center, Inc. (MCC) and Articles of Incorporation have been filed with the State of Florida pursuant to chapter 607 of the laws of the State of Florida;

AND WHEREAS Paul Rhodes is the president and sole shareholder of Midway Commerce Center, Inc. and is presently the sole General Partner of the Partnership;

AND WHEREAS the partners desire to effect a substitution of MCC in place of Paul Rhodes as General Partner of the Partnership, and to transfer all of his duties, interests, rights and responsibilities to MCC;

NOW THEREFORE, the parties hereby amend the Limited Partnership Agreement as follows:

MCC shall become the sole General Partner of the Partnership, in place of Paul Rhodes, and MCC shall henceforth assume all the duties, interests, rights and responsibilities of General Partner of the Partnership under the Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date and year first written above.

GENERAL PARTNER

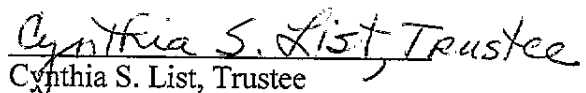

PAUL RHODES

LIMITED PARTNERS:


MICHAEL STEIN


MARTIN A. LIST

CYNTHIA S. LIST TRUST

By: 
Cynthia S. List, Trustee

ACCEPTED BY MIDWAY COMMERCE
CENTER, INC.

A handwritten signature in black ink, appearing to read 'Paul Rhodes', written over a horizontal line.

By: Paul Rhodes, President