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August 15, 2000

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

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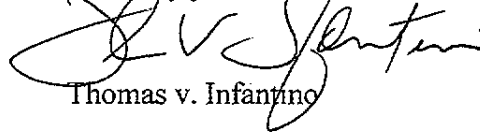
Re: Second Amendment to Certificate of Limited Partnership of MLP#1

Dear Sir:

Enclosed for filing is the Second Amendment to Certificate of Limited Partnership of MLP#1, Ltd.

Also enclosed is our check #5892 in the amount of \$52.50 made payable to the Department of State for the cost of filing this amendment. Please return a receipt to the undersigned.

Sincerely yours,


Thomas v. Infantino

TVI/jb
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Changing
No

**SECOND AMENDMENT TO CERTIFICATE
OF LIMITED PARTNERSHIP OF
MLP#1, LTD.**

The undersigned General Partners, desiring to amend the Certificate of Limited Partnership of MLP#1, Ltd., pursuant to Section 620.109 of the Florida Statutes, hereby state the following:

1. The name of the Partnership is "MLP#1, Ltd."
2. The Certificate of Limited Partnership was filed on May 2, 1994. The First Amendment to the Certificate of Limited Partnership was filed on June 21, 1999.
3. The Certificate is amended to reflect that the following has been admitted to the Partnership as a General Partner:

Julianne Murphy
147 West Lyman Avenue
Winter Park, Florida 32789

4. The Certificate is further amended to reflect that the following have withdrawn as General Partners in the Partnership:

J. Murphy Management, Inc. and Julianne Management, Inc.

This Second Amendment to Certificate of Limited Partnership was executed by the General Partners this 7th Day of August, 2000.

GENERAL PARTNER:

Julianne E. Murphy
Julianne Murphy

WITHDRAWING GENERAL PARTNERS:

J. MURPHY MANAGEMENT, INC.

By: John J. Murphy, Jr. as Pres
John J. Murphy, Jr., as its president

JULIANNE MANAGEMENT, INC.

By: Julianne E. Murphy
Julianne Murphy, as its president

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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