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November 9, 2000

MJH

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

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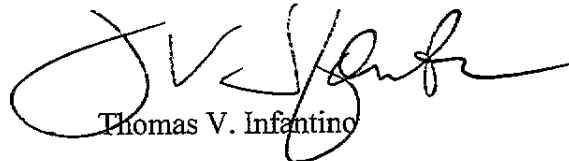
Re: Third Amendment to Certificate of Limited Partnership of MLP#1, Ltd..

Dear Sir:

Enclosed for filing is the Third Amendment to Certificate of Limited Partnership of MLP#1.

Also enclosed is our check #6006 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  
Enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**THIRD AMENDMENT TO CERTIFICATE  
OF LIMITED PARTNERSHIP OF  
MLP#1, LTD.**

The undersigned General Partner, desiring to amend the Certificate of Limited Partnership of MLP#1, Ltd. (the "Partnership"), pursuant to Section 620.109 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is MLP#1, Ltd.
2. The Certificate of Limited Partnership (the "Certificate") was filed on May 2, 1994. The First Amendment to the Certificate was filed on June 21, 1999. The Second Amendment to the Certificate was filed on August 17, 2000. The Second Amendment to the Certificate was filed inadvertently to reflect the change in the general partner. It was later determined that the Partnership did not intend to change its general partner on August 17, 2000.
3. The Certificate is amended to reflect that the following has been admitted to the Partnership as the sole General Partner, effective August 17, 2000:  
*P99000050048*  
Julianne Management, Inc.  
Suite 7, 180 South Knowles Avenue  
Winter Park, Florida 32789
4. The Certificate is further amended to reflect that the following has withdrawn as General Partner in the Partnership, effective August 17, 2000:

Julianne Murphy

This Third Amendment to Certificate was executed by the undersigned this 8<sup>th</sup> day of November, 2000.

**GENERAL PARTNER:**

Julianne Management, Inc.

By: *Julianne Murphy*  
Julianne Murphy, as its president

**WITHDRAWING GENERAL PARTNER:**

Julianne Murphy

By: *Julianne Murphy*  
Julianne Murphy

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