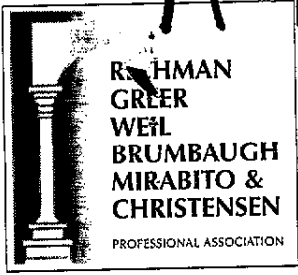


A94 000001051 3



LAW OFFICES

MIAMI OFFICE: Miami Center, Tenth Floor
201 South Biscayne Boulevard • Miami, Florida 33131
(305) 373-4000 • Broward: (954) 523-4297 • Fax: (305) 373-4099

WEST PALM BEACH OFFICE: One Clearlake Centre, Suite 1504
250 Australian Avenue, South • West Palm Beach, Florida 33401-5016
(561) 803-3500 • Fax (561) 820-1608
E-Mail: info@richmangreer.com

REPLY TO:

Miami Office

October 17, 2000

- Gerald F. Richman 1,5
- Alan G. Greer 1,5
- Kenneth J. Weil
- John M. Brumbaugh 1
- Andrew J. Mirabito 1
- Bruce A. Christensen 2
- Charles H. Johnson 3
- Gary S. Betensky
- Diane Wagner Katzen
- Manuel A. Garcia-Linares 4
- Mark A. Romance
- Carol M. Brewer
- Laline Concepcion-Veloso
- Dana E. Earle
- John R. Whittles
- Lyle S. Shapiro

Secretary of State
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

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

Subject: Ocean "7" Enterprises, Ltd.
Our File No: 6432-1

Dear Sir or Madam:

Please file the enclosed Certificate of Second Amendment to Ocean "7" Enterprises, Ltd., Certificate of Limited Partnership. Our check in the amount of \$52.50 as and for the filing fee is also enclosed.

Please return a date stamped copy of the Second Amendment to us in the stamped, self-addressed envelope provided. Your attention to this matter is appreciated.

- Robert L. Floyd
- Ray H. Pearson
- Of Counsel
- 1 Certified in Civil Trial Law
By The Florida Bar
- 2 Certified in Marital & Family
Law By The Florida Bar
- 3 Certified in Wills, Trusts & Estates
By The Florida Bar
- 4 Also, Certified Public Accountant
in Florida
- 5 Certified in Business Litigation
By The Florida Bar

Very truly yours,

Gail S. Coats
Gail S. Coats,
Legal Assistant

FILED
00 OCT 19 PM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

lgsc
Enclosures

4mtu
10/27

CERTIFICATE OF SECOND AMENDMENT TO
OCEAN "7" ENTERPRISES, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP

A94-1051

Pursuant to Florida Statutes §620.109, this Florida limited partnership, whose certificate was filed with the Department of State on August 1, 1994, and whose certificate of amendment to certificate was filed on September 19, 1995, adopts the following certificate of second amendment to its certificate of limited partnership.

I. Article 4 of the Certificate of Limited Partnership is amended as follows:

4. The name and address of each Partner is as follows:

GENERAL PARTNER:

TODD S. ROZZO, as Trustee of the Todd S. Rozzo Revocable Trust Agreement dated July 21, 1994

15701 78th Drive North, Palm Beach Gardens, Florida 33418

LIMITED PARTNERS:

MICHAEL LEVINE, as Trustee of the Todd S. Rozzo Irrevocable Trust Agreement for the benefit of Marissa Ellenberg, dated July 21, 1994

164 Uxbridge, Cherry Hill, New Jersey 08034

TODD S. ROZZO, as Trustee of the Todd S. Rozzo Revocable Trust Agreement dated July 21, 1994

15701 78th Drive, North, Palm Beach Gardens, Florida 33418

II. This certificate of second amendment shall be effective at the time of its filing with the Florida Department of State, however, Michael Levine was removed as Trustee of the Todd S. Rozzo Revocable Trust Agreement dated July 21, 1994 on September 21, 2000 and was replaced by Todd S. Rozzo as successor Trustee.

CURRENT GENERAL PARTNER:

Michael Levine

MICHAEL LEVINE, as Trustee of the Todd S. Rozzo Revocable Trust Agreement dated July 21, 1994

FILED
00 OCT 19 PM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW GENERAL PARTNER:

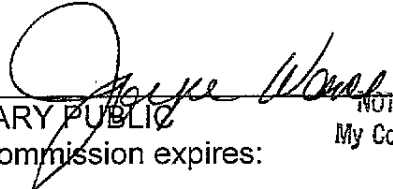


TODD S. ROZZO, as Trustee of the
Todd S. Rozzo Revocable Trust
Agreement dated July 21, 1994

STATE OF NJ
COUNTY OF Camden

Before me, the undersigned Notary Public in and for said state and county, personally appeared MICHAEL LEVINE, as former Trustee of the Todd S. Rozzo Revocable Trust Agreement dated July 21, 1994, former General Partner; known to me and who swore that he did sign the foregoing instrument for himself and that the same was his free act and deed in such capacity.

The foregoing Second Amendment to the Certificate of Limited Partnership for OCEAN "7" ENTERPRISES, LTD. was subscribed, sworn to and acknowledged before me this 10 day of October, 2000, by MICHAEL LEVINE, who is personally known to me or who has produced a driver's license as identification and who did or did not take an oath.

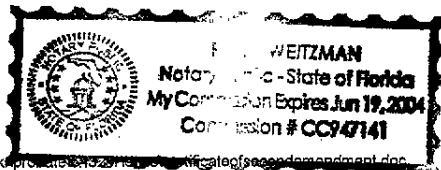

JOYCE WEAVER
NOTARY PUBLIC OF NEW JERSEY
My Commission expires: Feb. 13, 2002

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned Notary Public in and for said state and county, personally appeared the new General Partner: TODD S. ROZZO, Trustee of the Todd S. Rozzo Revocable Trust Agreement dated July 21, 1994; known to me and who swore that he did sign the foregoing instrument for himself and that the same was his free act and deed in such capacity.

The foregoing Second Amendment to the Certificate of Limited Partnership for OCEAN "7" ENTERPRISES, LTD. was subscribed, sworn to and acknowledged before me this 4th day of October, 2000, by TODD S. ROZZO, who is personally known to me or who has produced a driver's license as identification and who did or did not take an oath.

FILED
00 OCT 18 PM 10:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA




NOTARY PUBLIC
My Commission expires: