Newport ®

January 11, 1999

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Ms. Brenda Tadlock Sr. Corporate Section Administrator Florida Department of State Division of Corporations P.O.Box 6327 Tallahassee, FL 32314

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Re:

Amendments to Certificate of Limited Partnerships & Limited Partnership Annual

Reports

Dear Ms. Tadlock:

Sincerely.

Enclosed, you will find one original and one copy of the Amendment to Certificate of Limited Partnership as well as the original copy of the corresponding Limited Partnership Annual Report which was rejected because of a partner change. In addition, I have enclosed a check in the amount of \$1,732.50 to cover the filing fee for each Amendment as well as a check for each Limited Partnership Annual Report which is being filed.

Please file the Amendments and the Annual Reports and return to me a copy of each Amendment stamped with the date of filing.

Thank you for your assistance. If you have any questions, please call me at 407-333-2905.

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AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP SOFT NEWPORT PARTNERS XIV, LTD.

The undersigned, as the sole General Partner of NEWPORT PARTNERS XIV, LTD., a Florida limited partnership (the "Partnership"), desiring to amend the Certificate of Limited Partnership of the Partnership, pursuant to the Florida Revised Uniform Limited Partnership Act, Section 620.109 of the Florida Statutes, hereby certifies as follows:

1.	The name	of the	Partnership	is l	Newport	Partners	XIV,	Ltd
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	2.	The initial Certificate of Limited Partnership was filed on November 8,
1994.		

3. The Certificate of Limited Partnership of the Partnership is hereby amended as follows:

The name and business address of the General Partner are:

135019

Newport Partners, Inc.

300 International Parkway, Suite 270 Heathrow, Florida 32746

IN WITNESS WHEREOF, this Amendment to Certificate of Limited Partnership is executed by the General Partner this _______, 1999.

GENERAL PARTNER:

NEWPORT PARTNERS, INC

Peter S. Cahall, President

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