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NAME: RMC REALTY COMPANIES, LTD.

AUDIT NUMBER.....H98000003046

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..0

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AMENDMENT TO CERTIFICATE
OF LIMITED PARTNERSHIP
OF

RMC REALTY COMPANIES, LTD.

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Pursuant to Florida Statutes Section 620.109, the Certificate of Limited Partnership of RMC Realty Companies, Ltd., is hereby amended as follows:

1. Name. The name of the limited partnership is RMC Realty Companies, Ltd. (the "Partnership").

2. Filing Date. The Partnership was organized under the Florida Uniform Limited Partnership Act pursuant to a Certificate of Limited Partnership that was filed with the office of the Florida Department of State on December 30, 1994.

3. Recitals The limited and general partners of the Partnership desire to amend the Certificate of Limited Partnership of the Partnership to reflect the following action that has occurred pursuant to the terms of the agreement governing the Partnership:

Pursuant to 620.109(2)(a)(4) of the Florida Revised Uniform Limited Partnership Act, the limited and general partners of the Partnership desire to change the name of the Partnership.

4. Amendments The Certificate of Limited Partnership of the Partnership is hereby amended to read as follows:

"Paragraph 1: The name of this limited partnership is RMC Management Company, Ltd."

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Craig E. Behrenfeld, Esquire
Barnett, Bolt, Kirkwood & Long
601 Bayshore Blvd., Suite 700
Tampa, FL 33606
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5. Contribution There has been no change in the capital contributions of the Partnership. Consequently, pursuant to the provisions of Section 620.184(3)(b) of the Florida Revised Uniform Limited Partnership Act, the Partnership has not filed an affidavit declaring the capital contributions of limited partners with this Amendment.

IN WITNESS WHEREOF, the undersigned sole general partner has executed this Amendment to the Certificate of Limited Partnership of RMC Realty Companies, Ltd., this 12th day of February, 1998.

RMC REALTY COMPANIES, LTD.,
a Florida limited partnership

BY ITS SOLE GENERAL PARTNER:

LGL ENTERPRISES, INC.,
a Florida corporation

By:


STEPHEN GOLDBERG, President

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