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08/27/04-01073-010 **51.50

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TALLAHASSEE, FLORIDA

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ONE FINANCIAL PLAZA
SUITE 2700
FORT LAUDERDALE, FLORIDA 33394
TELEPHONE: 954.764.7060
FACSIMILE: 954.761.8135
www.broadandcassel.com

DOUGLAS KNISKERN
BOARD CERTIFIED IN WILLS,
TRUSTS AND ESTATES
DIRECT LINE: 954-745-5220
DIRECT FACSIMILE: 954-713-0967
EMAIL: dkniskern@broadandcassel.com

August 24, 2004

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

Re: Tivoli Associates, LTD

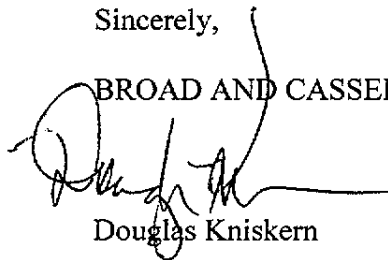
Dear Sir or Madam:

Enclosed are Articles of Amendment of the Certificate of Limited Partnership of Tivoli Associates, LTD, an acceptance of the new resident agent, B & C Corporate Services, Inc. and the filing fee. Please provide me with the acknowledgement of filing by facsimile at 954-713-0967.

I thank you for your assistance.

Sincerely,

BROAD AND CASSEL



Douglas Kniskern

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TALLAHASSEE, FLORIDA

DK/dk
Enclosure
cc: Conception R. Lurie-Virgin

FTL1NESTATES148393.1
10324/0153 DK dk 8/25/2004 11:39 AM

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
TIVOLI ASSOCIATES, LTD.,
a Florida Limited Partnership

The undersigned withdrawing general partner and new general partner amend the Certificate of Limited Partnership of TIVOLI ASSOCIATES, LTD., a Florida limited partnership (the "Limited Partnership"), filed on December 30, 1994, in the office of the Florida Secretary of State, and as amended by an amendment filed on March 22, 1995, in the office of the Florida Secretary of State, for the following reasons and in the following manner:

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TALLAHASSEE, FL

1. The partners of the Limited Partnership, in accordance with the laws of the State of Florida and the provisions of the LIMITED PARTNERSHIP AGREEMENT OF TIVOLI ASSOCIATES, LTD., consented to the admission of TIVOLI ENTERPRISES, LLC, a Florida limited liability company, as substitute sole general partner of the Limited Partnership and the withdrawal of CONCEPCION FERRER, as general partner. The address of TIVOLI ENTERPRISES, LLC, is 945 Mariner Drive, Key Biscayne, FL 33149.

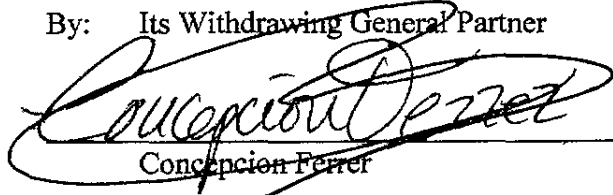
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2. The partners of the Limited Partnership, in accordance with Sections 620.105 and 620.1051, Florida Statutes, and the provisions of the LIMITED PARTNERSHIP AGREEMENT OF TIVOLI ASSOCIATES, LTD, change the Limited Partnership's registered agent and agent for service of process to B & C CORPORATE SERVICES, INC., and its registered office to One Financial Plaza, 27th Floor, Ft. Lauderdale, FL 33394, from the current registered agent of Stanly H. Kuperstein and its current registered office of 1 S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131.

IN WITNESS WHEREOF, the parties have executed this Amendment to Certificate on January 1st, 2004.

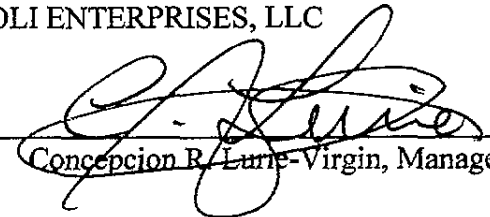
TIVOLI ASSOCIATES, LTD.,
a Florida limited partnership

By: Its Withdrawing General Partner


Concepcion Ferrer

By: Its Admitted General Partner

TIVOLI ENTERPRISES, LLC

By: 
Concepcion R. Lurie-Virgin, Manager

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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT AND
AGENT FOR SERVICE OF PROCESS**

The following is submitted pursuant to Sections 620.105 and 620.1051, Florida Statutes:

Having been appointed registered agent and agent for service of process for TIVOLI ASSOCIATES, LTD, in its Amended Certificate of Limited Partnership, at the place designated in such Amended Certificate of Limited Partnership, the undersigned agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such positions.

B & C CORPORATE SERVICES, INC.

By: William C. Phillippi
William C. Phillippi, President

Dated August 25, 2004.

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TALLAHASSEE, FLORIDA
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