

A950000000149

CHARLES DAWSON BARNETT
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May 26, 2000

MJH

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-06/01/00--01090--004
*****52.50 *****52.50

Re: Max's Beach Grill, Ltd.

Dear Sir:

A950000000149

Enclosed please one original and one copy of the Certificate of Amendment to Certificate of Limited Partnership for Max's Beach Grill, Ltd. for filing and a check in the amount of \$52.50 for the filing fees for the Certificate.

Please file the Certificate and return the copy thereof to me together with your acknowledgment.

Thank you for your assistance. If you have any questions regarding this matter, please let me know.

Sincerely yours,

Charles D. Barnett

Charles D. Barnett

Enclosure

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DIVISION OF CORPORATIONS

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAX'S BEACH GRILL, LTD.**

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on January 25, 1995, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Paragraph 4 of the Certificate of Limited Partnership is hereby amended to read in its entirety as follows:

4. The name and business address of the General Partner of the Partnership is Beach Place GP, Inc., 222 Clematis Street, Suite 207, West Palm Beach, Florida 33401. 999000067641

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

Executed as of MAY 16, 2000.

NEW GENERAL PARTNER:

BEACH PLACE GP, INC., a Florida corporation, as general partner of Max's Beach Grill, Ltd.

By: 

Gerald J. Visconti, Jr., President

FORMER GENERAL PARTNER:

MAX'S BEACH GRILL, INC., a Florida corporation, formerly general partner of Max's Beach Grill, Ltd.

By: 

Dennis Max, President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS