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QUAGGA TELEVISION PARTNERS, L.P.

Drawer Three Hundred Sixty-Seven

Oxford, Florida 34484 U.S.A.

Direct Line: (352) 347-3947

Florida Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

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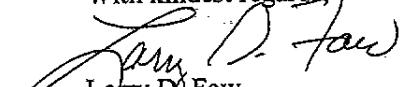
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RE: Deletion of General Partner

Partnership Section:

The Partnership requests that the name of Roger H. Hefler be removed as a General Partner. Mr. Hefler passed away on December 26, 1997. Attached you will find a Certificate of Amendment to the Certificate of Limited Partnership, a check for filing fees of \$52.50 and \$8.75 for furnishing a Certificate of Fact, totaling \$61.25. If you have any questions, please feel free to contact me at my direct line: (352) 347-3947.

With kindest regards,


Larry D. Faw
Managing Partner

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Name	
Availability	
Document	
Examiner	
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Acknowledgment	
W. P. Verifier	

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DIVISION OF CORPORATIONS
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ORIGINAL

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

QUAGGA TELEVISION PARTNERS, LIMITED PARTNERSHIP

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 4/28/1995 (FEIN #59-3306131) adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: AMENDMENT NUMBER ONE – ARTICLE 8 AMENDMENT

The Limited Partnership adopts to amend and delete from the Partnership's Records a General Partner – Roger H. Hefler, who passed away on December 26, 1997.

8. Names of General Partners:

Specific Address:

Larry D. Faw

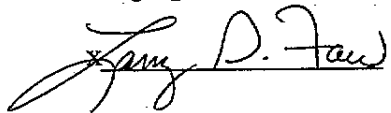
14400 SW 46th Court
Ocala, FL 34473

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

THIRD: By placing my signature by hand to this document the General Partners of this Limited Partnership, I certify this to be a true legal document of Quagga Television Partners, Limited Partnership.

Date: JANUARY 14TH, 1999

Signature of Managing General Partner:



Date: January 14, 1999

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