

A95000001031

BAUGHER, METTLER AND SHELTON
LAWYERS

340 ROYAL POINCIANA PLAZA

P.O. BOX 109

PALM BEACH, FLORIDA 33480

M. F. BAUGHER (1903-1982)

THOMAS M. METTLER

JOHN W. SHELTON

FRANCIS X. J. LYNCH

KEVIN M. COLLVER

TELEPHONE (561) 833-9631

FAX (561) 655-2835

August 17, 1998

FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400002618574--0
-08/18/98--01031--005
*****87.50 *****87.50

Re: Third Avenue Partners, L.T.D.

To Whom It May Concern:

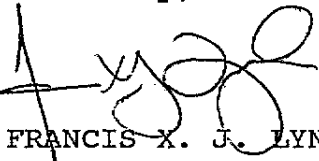
With regard to the above, enclosed please find the following:

1. duplicate originals of the Affidavit of Withdrawal of General Partner and Substitution of New General Partner,
2. duplicate originals of the Amendment to Certificate of Third Avenue Partners, L.T.D., a Florida Limited Partnership,
3. duplicate originals of Designation of Registered Agent/Registered Office,
4. this firm's check in the amount of \$87.50, and
5. a return FedEx mailer

Once the enclosed have been filed, please return one copy in the enclosed FedEx mailer.

Thank you for your assistance in this matter. Should you have any questions or comments in this regard, please feel free to contact me.

Sincerely,



FRANCIS X. J. LYNCH

FXJL/kh
Enclosures

A95-1031

Name	Mettler
Availability	Mettler
Document Examiner	Mettler
Updater	Mettler
Updater Verifier	Mettler
Acknowledgment	Mettler
W. P. Verifier	Mettler

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DIVISION OF CORPORATIONS
98 AUG 18 AM 9:59

AMENDMENT TO
CERTIFICATE OF
THIRD AVENUE PARTNERS, L.T.D.
A FLORIDA LIMITED PARTNERSHIP

The undersigned, having formed THIRD AVENUE PARTNERS, L.T.D., a Florida Limited Partnership, hereby amends the Certificate of Limited Partner in accordance with the attached Affidavit of Withdrawal of General Partner and Substitution of New General Partner to reflect the withdrawal of the existing general partners of record, as follows:

THIRD AVENUE PARTNERS, INC.
394 S.W. 12th Avenue
Deerfield Beach, FL 33442

mailing address: :
P. O. Box 549
Boca Raton, FL 33429

and substitute:

P.G. JETT CO., INC.
340 Royal Poinciana Plaza
Palm Beach, FL 33480

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as the new General Partner, and further substitute:

FRANCIS X. J. LYNCH
340 Royal Poinciana Plaza
Palm Beach, FL 33480

as registered agent for service of process.

Except as otherwise modified said Certificate is hereby ratified and confirmed.

**originally filed on 7/11/95.*

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IN WITNESS WHEREOF, the parties hereto have set forth their hands and seals.

Signed, sealed and delivered
in the presence of:

AS TO THE WITHDRAWING
GENERAL PARTNER:

THIRD AVENUE PARTNERS, INC.

BY: 

ANTHONY CUTAIA
As its President

July 7, 1998

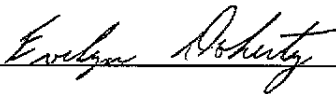
Reference correspondence
of July 7, 1998.

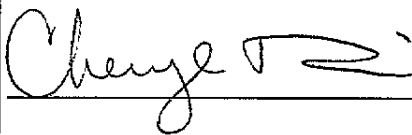
AS TO THE SUBSTITUTED
GENERAL PARTNER:

P.G. JETT CO., INC.

BY: 

R. BRUCE ALLENDER
As its President





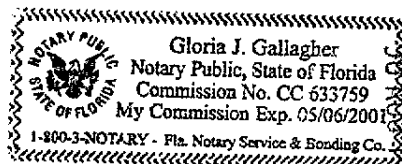
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STATE OF FLORIDA)
 : ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 13th day of August, 1998, by ANTHONY CUTAIA, as President of THIRD AVENUE PARTNERS, INC., a Florida corporation, who is personally known to me or who has produced _____, as identification and who did take an oath.

Witness my hand and official seal this 13th day of July, 1998.

Gloria J. Kelleghe
NOTARY PUBLIC
My Commission Expires:
Affix Notary Seal



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STATE OF MARYLAND)
COUNTY OF Baltimore : ss.

The foregoing instrument was acknowledged before me on this 22ND day of July, 1998, by R. BRUCE ALLENDER, as President of P.G. JETT CO., INC., a Florida corporation, who is personally known to me or who has produced (KNOWN CUSTOMER) as identification and who did take an oath.

Witness my hand and official seal this 22nd day of July, 1998.

Carol S. Jones
NOTARY PUBLIC
My Commission Expires: 10-23-98
Affix Notary Seal

AFFIDAVIT OF
WITHDRAWAL OF
GENERAL PARTNER
AND
SUBSTITUTION OF
NEW GENERAL PARTNER

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STATE OF FLORIDA) As to
COUNTY OF PALM BEACH) Cutaia

STATE OF MARYLAND) As to
COUNTY OF BALTIMORE) Allender

BEFORE ME, the respective undersigned authority this ✓✓
day of July, 1998, appeared R. BRUCE ALLENDER (as to the Maryland
notary), ANTHONY CUTAIA (as to the Florida notary) and upon said
individual being duly sworn, he was deposed and said:

I. AS TO ANTHONY CUTAIA

- A. He is President and sole shareholder of THIRD AVENUE PARTNERS, INC., a Florida corporation.
- B. THIRD AVENUE PARTNERS, INC., is the sole General Partner of THIRD AVENUE PARTNERS, L.T.D., a Florida limited partnership (the Partnership).
- C. THIRD AVENUE PARTNERS, INC. (the Withdrawing General Partner), has resigned, effective July 7, 1998 ~~is willing to withdraw~~ as general partner of the Partnership.
- D. The Withdrawing General Partner has obtained the written consents of a majority in interest of the limited partners to such withdrawal, as required by the Agreement of Limited Partner (the "Agreement").
- E. The Withdrawing General Partner ~~does~~ ^{has} hereby ~~withdraw~~ ^{resigned} as general partner of the Partnership.

II. AS TO ALLENDER

- A. He is President of P.G. JETT CO., INC., a Florida corporation.
- B. P.G. JETT CO., INC. is willing to serve as general partner (the "Substituted General Partner") of the Partnership.
- C. P.G. JETT CO., INC. has obtained the consents of a majority in interest of the limited partners to such substitution as required by the Agreement.
- D. The Substituted General Partner does hereby substitute itself as general partner of the Partnership

FURTHER AFFIANT SAYETH NAUGHT.

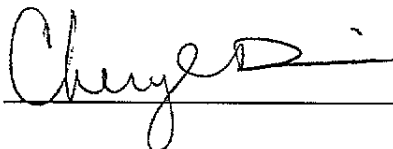
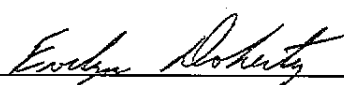
AS TO CUTAIA:



ANTHONY CUTAIA

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AS TO ALLENDER:



R. BRUCE ALLENDER

The foregoing instrument, was acknowledged before me
this 13th day of July, 1998, by ANTHONY CUTAIA, who is
personally known to me ~~or who has produced~~ as
identification.

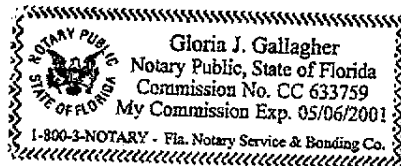
Gloria J. Gallagher

NOTARY PUBLIC

Notary Type/Print Name: *Gloria J. Gallagher*

My Commission Expires: *5/6/2001*

AFFIX NOTARY SEAL



The foregoing instrument was acknowledged before me
this 22 day of July, 1998, by R. BRUCE ALLENDER, who is
personally known to me or who has produced (Known Customer) as
identification.

Carol S. John

NOTARY PUBLIC

Notary Type/Print Name: *CAROL S. JOHN*

My Commission Expires: *10-23-98*

AFFIX NOTARY SEAL

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 620.105 OF THE FLORIDA STATUTES, THE UNDERSIGNED LIMITED PARTNERSHIP, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

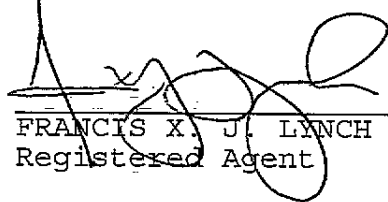
1. The name of the limited corporation is THIRD AVENUE PARTNERS, L.T.D.

2. The name and address of the registered agent and office is:

Francis X. J. Lynch
340 Royal Poinciana Plaza
Palm Beach, Florida 33480

Having been named as registered agent and to accept service of process for the above-stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: ^{AUG 17} July _____, 1998


FRANCIS X. J. LYNCH
Registered Agent

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