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H98000012624

FROM: PROSKAUER ROSE GOETZ & MENDELSON
CONTACT: KATHY RASLER
PHONE: (561)995-4751

ACCT#: 074673001063

FAX #: (561)241-7145

NAME: LWOD, LTD.

AUDIT NUMBER.....H98000012624

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

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FROM: PROSKAUER ROSE GOETZ & MENDELSON

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George A. Pincus

Fl. Bar No.: 0771643

Proskauer Rose LLP

2255 Glades Road, Suite 340W

Boca Raton, Florida 33431

561-995-4704



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 8, 1998

PROSKAUER ROSE GOETZ & MENDELSON
KATHY RASLER

SUBJECT: LWOD, LTD.
REF: A95000001075

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H98000012624

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
LWOD, LTD.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, being the sole General Partner of LWOD, LTD., does hereby duly execute and file with the Florida Secretary of State this Certificate of Amendment to Certificate of Limited Partnership.

1. The name of the limited partnership is LWOD, LTD.
2. The date of filing of the original Certificate of Limited Partnership was July 17, 1995 under Document #A95000001075.
3. This Certificate of Amendment to the Certificate of Limited Partnership is being filed to reflect the withdrawal of the general partner and the admission of a new general partner as indicated below:

NEW GENERAL PARTNER

ODP GENPAR, INC.
3195 N. Powerline Road
Suite 104
Pompano Beach, Florida 33069

4. Except as hereby amended, the Certificate of Limited Partnership shall remain the same.
5. The effective date of this amendment shall be July 8, 1998.

IN WITNESS WHEREOF, the withdrawing general partner and the new general partner have executed this Certificate of Amendment to Certificate of Limited Partnership on the 8th day of July, 1998 for the purposes herein expressed.

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WITHDRAWING GENERAL PARTNER:

LWOD, INC.,
a Florida corporation,
general partner



Name: Scott F. Brenner
Title: Vice President

NEW GENERAL PARTNER:

ODP GENPAR, INC.,
a Florida corporation,
general partner



Name: Scott F. Brenner
Title: President

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