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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -5 AM 9:35

PROTON LTD.
7740 SW 104 STREET
SUITE 200
MIAMI, FL 33156
(305) 666-5588
(305) 666-5586 (Fax)

February 3, 1998

600002422176--B
-02/05/98-01048-001
****105.00 ****105.00

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

RE: Amended Certificate of Limited Partnership of Proton Ltd.

Department of State:

I am enclosing two originals of the above referenced Limited Partnership along with a check of \$105.00 to cover the following:

- | | |
|--------------------|--------------|
| 1. Filing Fee: | \$ 52.50 |
| 2. Certified Copy: | <u>52.50</u> |
| | \$105.00 |

If you should have any questions, please do not hesitate to contact this office.

Sincerely,

Phyllis J. Wolff
Phyllis J. Wolff
Office Manager

enclosures

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KWM
KWM

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AMENDED CERTIFICATE OF LIMITED PARTNERSHIP OF

PROTON, LTD.,

a Florida limited Partnership
as of February 2, 1998

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The undersigned General Partner desires to totally Amend the Certificate of Limited Partnership of Proton Ltd. that was filed with the Secretary of State on October 25, 1995 pursuant to the Florida Revised Uniform Limited Partnership Law in Section 620 of the Florida Statutes. The undersigned General Partner hereby states the following:

1. The name of the Partnership is: PROTON, LTD.
2. The address of the office of the Partnership including the mailing address is: 7740 S.W. 104th Street, Suite 200, Miami, Florida 33156.
3. The name and address of the agent for service of process on the Partnership is JAMES A. DORSY, 7740 S.W. 104th Street, Suite 200, Miami, Florida 33156.
4. The name and business address of the General Partner is:

PROTON G.P. INC. 7740 S.W. 104th ST., Suite 200
898-9043 Miami, Florida 33156
5. The latest date upon which the Partnership shall dissolve is December 31, 2034.
6. The effective date of this Certificate of Limited Partnership was: October 25, 1995.
7. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by the General Partner.
8. Americana Inc. is no longer a limited partner of the Partnership since it assigned its original limited partnership interest to other limited partners.
9. A Limited Partner shall not have the right to sell or transfer his, her or its interest in the Partnership unless the transfer is a Permitted Transfer, as explained in detail by the Partnership Agreement.

IN WITNESS WHEREOF, this Amended Certificate of Limited Partnership has been executed by Proton G.P. Inc. as the General Partner of Proton, Ltd. this 2nd day of February 1998.

General Partner:

PROTON G.P. INC., a Florida corporation
By:


James A. Dorsy, Director

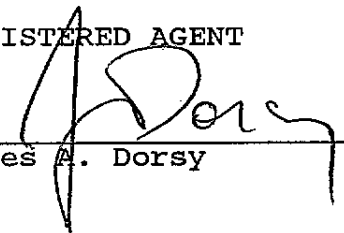
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AMENDED ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for PROTON, LTD., a Florida limited partnership [the "Partnership"] in the foregoing Amended Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT
By:



James A. Dorsy