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FROM: TRIPP, SCOTT, CONKLIN & SMITH

ACCT#: 075350000065

CONTACT: MIKE GIEHL

PHONE: (305)525-7500

FAX #: (954)761-8475

NAME: WALHILL LTD.

AUDIT NUMBER.....H97000005518

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

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AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
WALHILL LTD.

The Certificate of Limited Partnership of Walhill Ltd., a Florida limited partnership ("Partnership"), filed with the Department of State on November 30, 1995, Charter Number A95000001844, is hereby amended as shown below.

Paragraph 1 of the Certificate of Limited Partnership of this Partnership is amended to read in its entirety as follows:

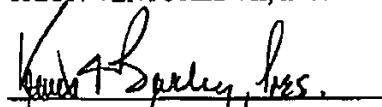
1. The name of the limited partnership shall be: W-Hill, Ltd.

Except as amended hereby, the terms of the Certificate of Limited Partnership of this Partnership shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, being the President of the sole general partner of the Partnership, has hereunto subscribed his hand and seal to this Amendment as of this 3rd day of Apr., 1997.

This Amendment to the Certificate of Limited Partnership shall be effective upon the filing date.

TRION VENTURES VII, INC.



Kenneth T. Barber, President
General Partner

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Prepared by: Drake M. Batchelder, Esq.
Bar No:0117273
Tripp, Scott, Conklin & Smith
110 SE 6th Street, 28th Floor
Fort Lauderdale, Florida 33301
(954) 525-7500

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