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AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned hereby execute and deliver this amendment to the Certificate of Limited Partnership of Parke Financial Limited Partnership, which Certificate was filed with the Florida Department of State on January 5, 1996 as Document #A96000000043, and which was previously amended on March 10, 1997.

Article III of the Certificate is hereby amended by: (i) adding MFL, Inc., a Florida corporation, whose address is 1637 East Vine Street, Suite E, Kissimmee, Florida 34744, as the new general partner; and by (ii) deleting Kenneth G. Dixon and The Canfield Trust, by Kenneth G. Dixon as Trustee, as general partners. The effect of this Amendment is to make MFL, Inc. the sole general partner of the Partnership.

This Amendment to Certificate of Limited Partnership is made effective the / day of January, 2000.

Outgoing General Partners:

Kenneth G. Dixon, Individually

The Canfield Trust

Kenneth G. Dixon, as Trustee

Incoming General Partner:

MFL, Inc.

its. VICE PRICIDET

STATE OF FLORIDA COUNTY OF OSCEOLA

JAMES F. BASQUE
My Comm Exp. 3/24/2003
No. CC 815657
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