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Ltd Amend

1.) *Isla Verde, Ltd*
(CORPORATE NAME & DOCUMENT #)

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2.)
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SPECIAL INSTRUCTIONS

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Isla Verde, Ltd.

(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on February 28, 1996, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

1. Assignment of general partnership interest to successor general partner, Logan Nye, Inc.
2. Assignment of certain limited partnership interests to Gregory S. Sembler, by other limited partners.

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:



Craig H. Sher, President
Sembler Retail, Inc.

Signature(s) of new general partner(s), if applicable:



Gregory S. Sembler
President, Logan Nye, Inc.

**SECOND AMENDMENT
TO
LIMITED PARTNERSHIP AGREEMENT**

ISLA VERDE, LTD.

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This Second Amendment to Limited Partnership Agreement is made and entered into as of this 25th day of March, 2002, by and between Sembler Retail, Inc., a Florida corporation, as general partner (the "General Partner"), Melvin F. Sembler, Brent W. Sembler, Gregory S. Sembler and Craig H. Sher (the "Limited Partners") (the General Partner and Limited Partners are collectively referred to as the "Partners") and Logan Nye, Inc., a Florida corporation (the "Successor General Partner").

WITNESSETH:

WHEREAS, on January 8, 1996, the Partners entered into a Limited Partnership Agreement (the "Partnership Agreement") for the formation of Isla Verde, Ltd., a Florida Limited Partnership (the "Partnership"); and

WHEREAS, the Partnership Agreement was amended by that certain Amended Limited Partnership Agreement, dated July 30, 1996; and

WHEREAS, the General Partner has agreed to assign and transfer its Partnership Interest to the Successor General Partner and certain of the Limited Partner's Partnership Interests to one of the Limited Partners.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and other good and valuable consideration, the parties hereto agree as follows:

1. General Partnership Interest. The General Partner, Sembler Retail, Inc., hereby agrees to assigns and transfers all of its right, title and interest in and to the General Partner's Partnership Interest to Logan Nye, Inc., Successor General Partner, and from and after the date hereof, the Successor General Partner shall assume and perform all of the General Partner's duties and obligations as set forth in the Partnership Agreement.

2. Limited Partnership Interest. Melvin F. Sembler, Brent W. Sembler and Craig H. Sher, as Limited Partners, hereby agree to assign and transfer their right, title and interest in and to their Limited Partners' Partnership Interest to Gregory S. Sembler and from and after the date hereof, Gregory S. Sembler agrees to assume and perform all of the duties and obligations of such Limited Partners under the Partnership Agreement and agrees to assume any and all debt of such Limited Partners with respect to the Partnership.

3. Certificate of Limited Partnership. Successor General Partner and the Limited Partners shall execute and file with the State of Florida any Amended Certificate of Limited Partnership as required by law.

4. No Further Modification. Except as hereby modified and amended, the Partnership Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the Partners have executed the Second Amendment to Limited Partnership Agreement as of the date first written above.

GENERAL PARTNER:

SEMBLER RETAIL, INC.

By: Craig H. Sher
Craig H. Sher, President

LIMITED PARTNERS:

Melvin F. Sembler
Melvin F. Sembler

Brent W. Sembler
Brent W. Sembler

Gregory S. Sembler
Gregory S. Sembler

Craig H. Sher
Craig H. Sher

SUCCESSOR GENERAL PARTNER:

LOGAN NYE, INC.

By: Gregory S. Sembler
Gregory S. Sembler

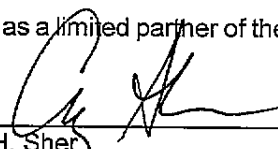
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ASSIGNMENT OF LIMITED PARTNERSHIP INTERESTS

FOR VALUE RECEIVED, the undersigned, CRAIG H. SHER, being the owner of all of the Limited Partnership Interests in ISLA VERDE, LTD., a Florida limited partnership (the "Partnership"), does hereby transfer, assign, convey and set over his Limited Partnership Interests in the Partnership, as follows:

To: GREGORY S. SEMBLER..... 8.0%
5858 Central Avenue
St. Petersburg, Florida 33707

It is the intention that the party above named be admitted as a limited partner of the Partnership as of the date set forth herein.



Craig H. Sher

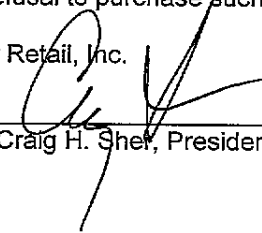
Dated: 7-10-02

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TALLAHASSEE, FLORIDA

CONSENT TO ASSIGNMENT

The undersigned General Partner of the foregoing Partnership hereby consents and agrees to the foregoing Assignment and transfer of the Limited Partnership Interest, and the admission of such party as a Limited Partner in the Partnership and waives any right of first refusal to purchase such interest.

Sembler Retail, Inc.

By: 

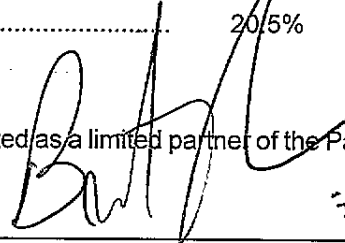
Craig H. Sher, President

ASSIGNMENT OF LIMITED PARTNERSHIP INTERESTS

FOR VALUE RECEIVED, the undersigned, BRENT W. SEMBLER, being the owner of all of the Limited Partnership Interests in ISLA VERDE, LTD., a Florida limited partnership (the "Partnership"), does hereby transfer, assign, convey and set over his Limited Partnership Interests in the Partnership, as follows:

To: GREGORY S. SEMBLER..... 20.5%
5858 Central Avenue
St. Petersburg, Florida 33707

It is the intention that the party above named be admitted as a limited partner of the Partnership as of the date set forth herein.



Brent W. Sembler

Dated: 7-10-02

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CONSENT TO ASSIGNMENT

The undersigned Limited Partner of the foregoing Partnership consents and agrees to the foregoing Assignment and transfer of the General Partnership Interest, the admission of such party as the General Partner, and waives any right of first refusal to purchase such interest.


Gregory S. Sembler

ASSIGNMENT OF LIMITED PARTNERSHIP INTERESTS

FOR VALUE RECEIVED, the undersigned, MELVIN S. SEMBLER, being the owner of all of the Limited Partnership Interests in ISLA VERDE, LTD., a Florida limited partnership (the "Partnership"), does hereby transfer, assign, convey and set over his Limited Partnership Interests in the Partnership, as follows:

To: GREGORY S. SEMBLER..... 20.5%
5858 Central Avenue
St. Petersburg, Florida 33707

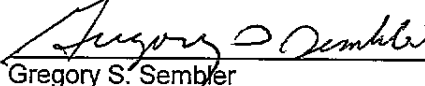
It is the intention that the party above named be admitted as a limited partner of the Partnership as of the date set forth herein.


Melvin S. Sembler

Dated: 7/15/02

CONSENT TO ASSIGNMENT

The undersigned Limited Partner of the foregoing Partnership consents and agrees to the foregoing Assignment and transfer of the General Partnership Interest, the admission of such party as the General Partner, and waives any right of first refusal to purchase such interest.


Gregory S. Sembler

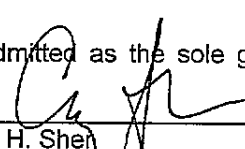
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'ALLAHASSEE', FLORIDA

ASSIGNMENT OF GENERAL PARTNERSHIP INTEREST

FOR VALUE RECEIVED, the undersigned, SEMBLER RETAIL, INC., being the owner of all of the General Partnership Interests in ISLA VERDE, LTD., a Florida limited partnership (the "Partnership"), does hereby transfer, assign, convey and set over his Limited Partnership Interests in the Partnership, as follows:

To: Logan Nye, Inc. 1.0%
c/o GREGORY S. SEMBLER
5858 Central Avenue
St. Petersburg, Florida 33707

It is the intention that the party above named be admitted as the sole general partner of the Partnership as of the date set forth herein.




Craig H. Sher

Dated: 7-10-02

CONSENT TO ASSIGNMENT

The undersigned Limited Partner of the foregoing Partnership consents and agrees to the foregoing Assignment and transfer of the General Partnership Interest, the admission of such party as the General Partner, and waives any right of first refusal to purchase such interest.



Gregory S. Sembler

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