

A96000000715

Law Offices

Blass & Frankel

PROFESSIONAL ASSOCIATION

STEPHEN A. BLASS
sblass@blasfran.com

MELVIN F. FRANKEL
mfrankel@blasfran.com

SUITE 2130
SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131
TELEPHONE (305) 377-9353
FACSIMILE • S.A. BLASS • (305) 372-3670
FACSIMILE • M.F. FRANKEL • (305) 371-6934

May 14, 2001

VIA FEDERAL EXPRESS COURIER

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
REGISTRATION/QUALIFICATION SECTION
409 E. Gaines Street
Tallahassee, Florida 32399

800004217568--9
-05/15/01--01090--004
****105.00 ****105.00

Re: Demar Enterprises, Ltd.; Ref. Number: A96000000715

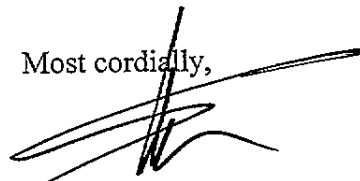
Ladies and Gentlemen:

As requested in your correspondence of April 18, 2001 (copy attached) regarding the above referenced Limited Partnership, enclosed please find the following:

1. First Amendment to the Demar Enterprises, Ltd. Limited Partnership Agreement, as well as a check in the amount \$105.00 representing your fees for the filing of the Amendment (\$52.50) and a certified copy of the Amendment (\$52.50); and
2. 2001 Uniform Business Report for Demar Enterprises, Ltd., including a check in the amount of \$526.25, which represents the filing fee for same.

Please process item one above and immediately following process item 2, so that the Limited Partnership remains in current good standing with the Department, since we have attended to all of the filing requirements within the 30-day deadline as indicated in your correspondence. We greatly appreciate your assistance with this matter. Should you have any questions, please do not hesitate to contact the undersigned.

Most cordially,



STEPHEN A. BLASS

SAB:yc
Enclosures (as stated)

FILED
MAY 21 AM 12:03
TALLAHASSEE, FLORIDA

mt
5/21



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 18, 2001

DEMAR ENTERPRISES LTD.
ONE SOUTHEAST THIRD AVE, STE. 2130
MIAMI, FL 33131

SUBJECT: DEMAR ENTERPRISES LTD.
Ref. Number: A96000000715

We have received your document for DEMAR ENTERPRISES LTD. and check(s) totaling \$526.25. However, your check(s) and document are being returned for the following:

Attached is a computer printout for your partnership which shows the general partner(s) according to our records. Your annual report/uniform business report must list the same partners as shown on the printout. To change the partner(s), an amendment must be filed and the appropriate filing fee submitted in accordance with chapter 620, Florida Statutes.

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6051.

Registration/Qualification Section
Division of Corporations Letter Number: 801A00022891

FILED
01 MAY 22 AM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FIRST AMENDMENT
TO THE DEMAR ENTERPRISES, LTD.
LIMITED PARTNERSHIP AGREEMENT**

THIS FIRST AMENDMENT, dated as of January 1, 1997, amends the DEMAR ENTERPRISES, LTD. LIMITED PARTNERSHIP AGREEMENT dated April 1, 1996 (the "Agreement") as follows:

1. Paragraph 1.5, shall be deleted and replaced with the following language:

"1.5 GENERAL PARTNER. The "General Partner" shall refer collectively to STATON OPERATIONS, INC., a Delaware corporation, and DEMAR CAPITAL INVESTMENTS, INC., a Florida corporation. Either of the aforementioned entities may act alone as General Partner without the consent of the other. Each General Partner shall possess a .5% interest in all income, gains and losses of the Partnership.

2. Except as expressly amended herein, all terms and conditions of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this First Amendment to the Agreement of Partnership, under seal, on the date written above.

STATON OPERATIONS, INC.
General Partner

By: [Signature]
Stephen A. Blass, Assistant Secretary

DEMAR CAPITAL INVESTMENTS, INC.

By: [Signature]
Albert H. Staton, III, President

01 MAY 22 AM 12:03
TALAMON
STATE
RECORDS

FILED