

A96000000904  
**BETTER HEALTH PARTNERS, L.P.**

200 First Avenue North, Suite 206  
Telephone: (813) 898-9300

St. Petersburg, Florida 33701  
Facsimile: (813) 822-4001

February 18, 1999

Michelle Hodges  
Document Specialist  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Ms. Hodges:

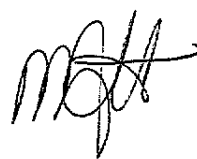
I have attached a letter from you dated January 14, 1999 indicating that the Limited Partnership Annual Report for Better Health Partners, Ltd. (the "Partnership") was not filed because one of the General Partners had been administratively dissolved. I contacted you shortly after I received this letter, and you indicated that the Partnership could amend its certificate of limited partnership to indicate the termination of this general partner rather than have that general partner reinstated. I have also attached your letter dated January 25, 1999 which was sent as a follow-up to our conversation.

Per the instructions, we have completed the Certificate of Amendment to Certificate of Limited Partnership of Better Health Partners, Ltd. and enclosed it herein with a check for \$52.50. If the paperwork is in order, I would appreciate if you would file the Amendment along with the Annual Report for the Partnership and send me confirmation that both have been accepted and filed.

Please do not hesitate to contact me if there are any additional problems with the Amendment or with our original Annual Report at (727) 898-9300. Thank you for your assistance with this matter.

Sincerely,

  
David R. Fink



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -1, AM 8:18



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 14, 1999

BETTER HEALTH PARTNERS, LTD.  
200 FIRST AVENUE NORTH, SUITE 203  
ST. PETERSBURG, FL 33701

SUBJECT: BETTER HEALTH PARTNERS, LTD.  
Ref. Number: A96000000904

We have received your document for BETTER HEALTH PARTNERS, LTD. and your check(s) totaling \$526.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records reflect a general partner listed on your annual report form was administratively dissolved or its certificate of authority was revoked by this office. Because section 620.177, F.S., requires all non-individual general partners to be active on our records, the general partner must be reinstated before we can process your limited partnership annual report form. Enclosed please find the appropriate form and instructions to reinstate the general partner. Please note the fees to reinstate the general partner total \$900.00.

The registered agent must sign accepting the designation.

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 (904) 487-6051.

85  
Michelle Hodges  
Document Specialist  
Division of Corporations

\$ 52.50 → 4/2/99

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

99 JAN -4 AM 8:18

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Better Health Partners, 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 May 14, 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 Article 1 is being amended as follows:

"General Partner" means, individually Migo Noche Corporation, Cardinal Associates, Inc. or any successor general partner of the Partnership.

"General Partners" means, collectively, Migo Noche Corporation, Cardinal Associates, Inc. and any successor general partner of the Partnership.

② Above amendment is due to the resignation of Hednah Corp as a general partner

**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:

Jeffrey A. Benz

President of Migo Noche Corporation, Managing General Partner

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

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\_\_\_\_\_  
\_\_\_\_\_