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RICHARD B. COMITER, P.A.

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February 10, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Divisions of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

000002773290--8
-02/11/99--01002--006
*****236.25 *****105.00

Re: Articles of Amendment to Articles of Incorporation of CAPITAL ASSET
RESEARCH CORPORATION, CAPITAL ASSET EQUITY CORPORATION
and CAPITAL ASSET SPECIAL, INC.

Certificate of Amendment to Certificate of Limited Partnership of Capital Asset,
LTD., for CAPITAL ASSET, LTD.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Amendment to the Articles
of Incorporation for the following corporations:

CAPITAL ASSET SPECIAL, INC.
CAPITAL ASSET RESEARCH CORPORATION
CAPITAL ASSET EQUITY CORPORATION

Enclosed please also find the original and one copy of the Certificate of Amendment to
Certificate of Limited Partnership of CAPITAL ASSET, LTD.

Name Availability	
Document Examiner	BCC
Updater	BCC
Updater Verifier	BCC
Acknowledgement	BCC
P. Verifier	BCC

FILED
99 FEB 11 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Florida Department of State
Division of Corporations
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Page Two

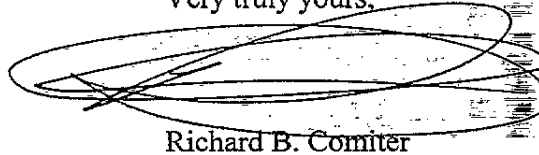
Further, enclosed is a check for \$236.25 which covers the following items:

State filing fee with certified copy @\$ 43.75 per corporation \$131.25

State filing fee with certified copy per limited partnership \$105.00
\$236.25

If you have any questions or comments concerning the enclosed documents, please contact me immediately at the above number. Thank you in advance for your prompt attention to and cooperation in regard to these filings.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Richard B. Comiter", is written over a large, loopy, oval-shaped scribble or stamp.

Richard B. Comiter

Encl

cc: Richard A. Heitmeyer
Sterling Winchester

ca#2\deptstat.fil

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
CAPITAL ASSET, LTD.**

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on May 22, 1996 adopts the following Certificate of Amendment to its Certificate of Limited Partnership.

FIRST: Article 1 of the Certificate of Limited Partnership shall be amended to read as follows:

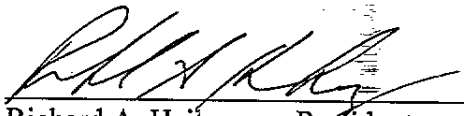
"The name of the Florida limited partnership is SUPERIOR
ASSET MANAGEMENT, LTD."

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

THIRD: Signature of current general partner:

SUPERIOR ASSET EQUITY CORPORATION
(formerly known as CAPITAL ASSET EQUITY
CORPORATION)

By:


Richard A. Heitmeyer, President