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HUEY, GUILDAY & TUCKER, P.A.

ATTORNEYS AT LAW
106 EAST COLLEGE AVENUE
SUITE 900, HIGHPOINT CENTER

POST OFFICE BOX 1794
TALLAHASSEE, FLORIDA 32302

TEL: (904) 224-7091

FAX: (904) 222-2593

E-MAIL: huey@hueylaw.com

PLEASE REPLY TO:
TALLAHASSEE

ROBERT D. FINGAR
THOMAS J. GUILDAY
DAVID P. HOPSTETTER
J. MICHAEL HUEY
GEOFFREY B. SCHWARTZ
M. KAY SIMPSON
J. KENDRICK TUCKER
MICHAEL D. WEST
WILLIAM E. WILLIAMS
T. MICHAEL WOODS
OF COUNSEL

J. ANDREW BERTRON, JR.
GEORGE W. HATCH, III
PATRICK F. MARTIN
VIKKI R. SHIRLEY
CHRISTOPHER K. HANSEN
GOVERNMENTAL CONSULTANT

ORLANDO OFFICE
1407 EAST ROBINSON STREET
ORLANDO, FLORIDA 32801
TEL: (407) 894-5599
FAX: (407) 893-6473

*ADMITTED IN FLORIDA & DC
*BOARD CERTIFIED REAL ESTATE LAWYER
*CERTIFIED CIRCUIT CIVIL MEDIATOR

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-04/22/97--01078--007
*****70.00 *****70.00

April 21, 1997
VIA HAND-DELIVERY

700002151017--0
-04/22/97--01078--008
*****315.00 *****35.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: G.W. Partners, Ltd. 1, 2, and 3

Dear Sir or Madam:

Enclosed is our check in the amount of \$315.00 to cover the cost of filing and one certified copy each of the following documents, which are also enclosed:

Amendment to the Certificate of Limited
ers, Ltd.;

imited Partnership of G.W. Partners, Ltd.
ignation of Registered Agent/Registered
gent Upon Whom Process May be Served of

Buck

imited Partnership of G.W. Partners, Ltd.
ignation of Registered Agent/Registered
ent Upon Whom Process May be Served of

J. TAX _____
FILING 52.50
R. AGENT FEE _____
C. COPY 52.50
TOTAL 105.00
V. TAX _____
BALANCE DUE _____
REFUND _____

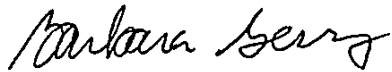
RECEIVED
97 APR 21 AM 9:32
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 10:45

G.W. Partners, Ltd. 3.

Thank you for your assistance in this matter.

Sincerely,

HUEY, GUILDAY & TUCKER, P.A.



Barbara Berry, CLA, CFLA
Assistant to
Geoffrey B. Schwartz

Enclosures as noted

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 10:45

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
of
G.W. PARTNERS, LTD.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 APR 21 AHID: 45

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 August 2, 1996, adopts the following amendment to its Certificate of Limited Partnership:

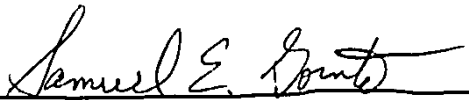
1. ARTICLE II - NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS,
is amended as follows:

"The business of the partnership shall be conducted under the name of G.W. Partners, Ltd. 1."

The remaining provisions of Article II remain the same.

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

IN WITNESS WHEREOF, I, Samuel E. Gornito as President of the General Partner, have signed this Certificate this 31 day of March, 1997.



SAMUEL E. GORNITO, PRESIDENT OF
GASMART, INC., General Partner

BEFORE ME, the undersigned authority, personally appeared SAMUEL E. GORNTO, known to me to be the President and Director of GASMART, INC., General Partner, and who executed the foregoing Certificate of Amendment to the Certificate of Limited Partnership and he acknowledged before me that he executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and seal this 31st day of March, 1997.

Barbara H. Clark
NOTARY PUBLIC, State of Florida at
Large BARBARA H. CLARK
My commission expires: 1-19-2001

NOTARY PUBLIC - STATE OF FLORIDA
BARBARA H. CLARK
COMMISSION # CC608552
EXPIRES 1-18-2001
BONDED THRU APR. 1999-NOTARY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 10:45