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VIA FEDERAL EXPRESS

October 28, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800002335138--2

-10/31/97--01061--019

1635.00 **52.50

Attention: Limited Partnership Section

Re: GMP Holdings, Ltd.
Our File No. 10330012

Dear Sir or Miss:

Enclosed please find the Application for Reinstatement for Limited Partnership for the above-referenced Florida Limited partnership, together with a Certificate of Amendment to Certificate of Limited Partnership of GMP Holdings, Ltd. and our client's check payable to the Department in the total sum of \$1,635.00. Please be kind enough to process the Application for Reinstatement, and upon reinstatement, the amendment. The enclosed check includes filing fees for 1997 and 1998, reinstatement fee and filing fee for the amendment.

Please note that the Application for Reinstatement reflects a new mailing address and principal address for the limited partnership. Apparently the 1997 Annual Report form was mailed to the old address: 1401 Brickell Avenue, Miami, Florida, and was not forwarded by the post office.

Please acknowledge receipt of the foregoing by placing your receiving stamp on the enclosed copy of this letter and returning same to me. A self-addressed, stamped envelope is provided for your convenience.

Name	
Availability	
Document	
Examiner	
Approval	
Signature	
Initials	
Address	
City	
State	
Zip	
Telephone	
Fax	
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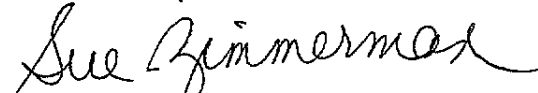
FILED
97 OCT 29
TALLAHASSEE, FLORIDA

Department of State
October 28, 1997
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Should you have any question regarding this matter, please do not hesitate to contact the undersigned.

Very truly yours,

KATZ, BARRON, SQUITERO, FAUST
& BERMAN, P.A.


Sue Zimmerman, Paralegal

/sjz
enclosures

cc: KB-Galloway Corp.
S&K Property Management, Inc.
c/o Huber R. Parsons, Jr., Esq.
Erica L. English, Esq.

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**CERTIFICATE OF AMENDMENT
TO CERTIFICATE
OF LIMITED PARTNERSHIP
OF
GMP HOLDINGS, 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 August 21, 1996, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Amendment(s): Article 3 is deleted in its entirety and replaced with the following:

"3. Name and Business Address of General Partner: The name and business address of the General Partner in the Partnership is as follows:

S30384
S & K PROPERTY MANAGEMENT, INC.
2300 Coral Way
Suite 102
Miami, Florida 33145"

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

THIRD: Signature(s)

KB-GALLOWAY CORP., a Florida
corporation

By: Michael L. Katz
MICHAEL L. KATZ, President

S & K PROPERTY MANAGEMENT,
INC., a Florida corporation

By: Lidia Cantara
Print: LIDIA CANTARA
Title: VLE PRESIDENT