FIRST UNION FINANCIAL CENTER 200 S. BISCAYNE BLVD. • SUITE 4815 MIAMI, FLORIDA 33131 TELEPHONE: (305) 373-7016 FACSIMILE: (305) 373-7017 E-MAIL: SALUSSOLIA@AOL.COM

June 22, 2000

Florida Department of State Division of Corporation P.O. Box 6327 Tallahassee, FL 32314

100003308051--5 -06/28/00--01075--011 ****106.80 ****108.80 |05.00 |05.00

Re: BISCAYNE JOINT VENTURE LTD.-Ref. #: A96000001666

Dear Sir/Madam:

Enclosed herewith, please find a duly executed Certificate of Amendment to Certificate of Limited Partnership of Biscayne Joint Venture Ltd. along with check #2046 in the amount of \$105.00 as payment of the required fee.

Please file said amendment and forward a certified copy of same to our office at the following address:

Salussolia & Associates 200 South Biscayne Blvd. Suite 4815 Miami, FL 33131

Your attention in this matter is greatly appreciated, and should you have any questions regarding the above, please do not hesitate to contact our office.

SALUSSOLIA & ASSOCIATES

Sincerely,

Piero Salussolia, Esq.

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CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF LIMITED PARTNERSHIP

OF

BISCAYNE JOINT VENTURE LTD.

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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 September 9, 1996, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment:

Article 8. NAME OF GENERAL PARTNER

SPECIFIC ADRESS

PEA HOLDING, INC.

200 South Biscayne Boulevard Suite 4815 Miami, FL 33131

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

THIRD: Signature

Signature of new general partner:

PEA HOLDING, INC., a Florida corporation

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Signature of old general partner:

D.S. BISCAYNE, INC., a Florida corporation

By: