

ARG000001812

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

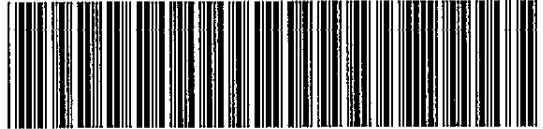
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA
03 OCT 31 PM 12:08

FILED



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 303072 128671A
AUTHORIZATION : Patricia Pizutto
COST LIMIT : \$ 61.25

FILED
03 OCT 31 PM 12:08
TALLAHASSEE, FLORIDA

ORDER DATE : October 30, 2003
ORDER TIME : 11:06 AM
ORDER NO. : 303072-025
CUSTOMER NO: 128671A

CUSTOMER: Ms. Grace Rufin
Levine & Partners, P.a.
7th Floor
1110 Brickell Avenue
Miami, FL 33131

RECEIVED
03 OCT 31 PM 12:51
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: BARON STRATEGIC INVESTMENT
FUND III, LTD.

*****~~FILE~~ SECOND*****

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kimberly Moret -- EXT# 1149
EXAMINER'S INITIALS: _____

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

03 OCT 31 PM 12:08
FILED
TREASURY DEPARTMENT
TALLAHASSEE, FLORIDA

BARON STRATEGIC INVESTMENT FUND III, 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 10/01/96, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

THE NAME OF THE LIMITED PARTNERSHIP IS HEREBY AMENDED TO:
CANDLEWOOD II HOLDINGS, LTD.

AND ADDRESS
THE NAME OF THE GENERAL PARTNER IS HEREBY AMENDED TO:
STYLES HOLDINGS, LLC
3250 Mary Street
Suite 306
Miami, Florida 33133

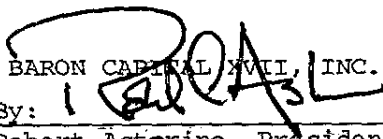
M02000001417

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

THIRD: Signature(s)

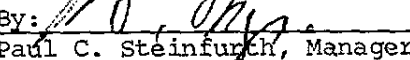
Signature of current general partner:

BARON CAPITAL XVII, INC.

By: 
Robert Astorino, President

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

STYLES HOLDINGS, LLC

By: 
Paul C. Steinfurth, Manager