

A96000001888

FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL AND BANKER, P.A.

ATTORNEYS AT LAW

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TAMPA, FLORIDA 33601

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(813) 229-8313

April 7, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

200002139432--3
-04/10/97--01080--004
****105.00 ****105.00

Re: Mary Sue Frank Investments, Ltd.

Dear Sir:

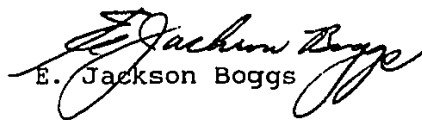
Enclosed please find original First Amendment to Certificate of Limited Partnership for the above-captioned limited partnership, along with our firm check in the amount of \$105.00 to cover the following:

Filing Fee	\$ 52.50
Certified Copy Fee	<u>52.50</u>
	\$105.00

We would appreciate your filing the First Amendment, certifying a copy, and returning the certified copy to us.

Thank you for your assistance.

Sincerely,


E. Jackson Boggs

EJB\dlb\2162
Enclosures

cc: Mrs. Mary Sue Frank (w/o encl.)
Margaret M. McCormick, C.P.A. (w/o encl.)

97 APR 11 AM 9:29
DIVISION OF CORPORATIONS

A96-1888

KWM
4-11

FIRST AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
MARY SUE FRANK INVESTMENTS, LTD.

In accordance with Florida Statute Section 620.109, this First Amendment to Certificate of Limited Partnership shall be filed with the Department of State of Florida, setting forth the following:

1. Name. The name of this limited Partnership is "MARY SUE FRANK INVESTMENTS, LTD."

2. Date of Filing. The date of filing of the Certificate of Limited Partnership was October 10, 1996.

3. Amendment. Paragraph 3 of the Certificate of Limited Partnership shall be deleted in its entirety, and the following shall be inserted in its stead:

"3. General Partner. The name and business address of each general partner is:

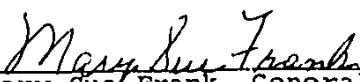
Mary Sue Frank
2611 Bayshore Boulevard, Apt. 907
Tampa, Florida 33629

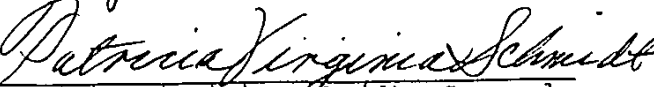
Patricia Virginia Schmidt
8400 Sunset Drive
Orlando, Florida 32819


L. Robert Frank, Jr.
2109 South Hesperides Street
Tampa, Florida 33629

Mary Linda Frank
250 Mercer, #C418
New York, New York 10012

IN WITNESS WHEREOF, the undersigned have executed this First Amendment the 22nd day of January, 1997.


Mary Sue Frank, General Partner


Patricia Virginia Schmidt, General Partner


L. Robert Frank, Jr., General Partner

97 JAN 11 AM 9:29
DIVISION OF CORPORATE SERVICES

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 22nd of January, 1997, by MARY SUE FRANK, who is personally known to me or who has produced n/a as identification.

Vickie G. Wilmouth
Print Name Vickie G. Wilmouth

"NOTARY PUBLIC"

My Commission Expires:



VICKIE G WILMOUTH
My Commission CC301787
Expires Jul. 13, 1997
Bonded by ANB
800-852-5878

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17th of January, 1997, by PATRICIA VIRGINIA SCHMIDT, who is personally known to me or who has produced n/a as identification.

Sarah Elizabeth Lancaster
Print Name Sarah Elizabeth Lancaster

"NOTARY PUBLIC"

My Commission Expires:



SARAH ELIZABETH LANCASTER
My Commission CC491085
Expires Aug. 23, 1999

97 APR 11 AM 9:29
OFFICE OF CORPORATIONS
DIVISION OF CORPORATIONS

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 22nd of January, 1997, by L. ROBERT FRANK, JR., who is personally known to me or who has produced n/a as identification.

Vickie G. Wilmouth
Print Name Vickie G. Wilmouth

STATE OF NEW YORK

COUNTY OF NY

The foregoing instrument was acknowledged before me this 22
of January, 1997, by MARY LINDA FRANK, who is personally known to
me or who has produced PASSPORT (WA) as identification.

[Signature]
Print Name _____

"NOTARY PUBLIC"

My Commission Expires:

HENRY B. TRATTNER

NOTARY PUBLIC, State of New York
No. TR-01-4689385
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires October 31, 1997

EJB\3819

FILED
SECRETARY
DIVISION OF COM.
97 APR 11