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OF COUNSEL:
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February 6, 1997

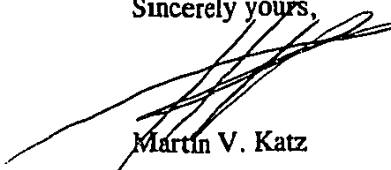
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Florida Department of State
 Division of Corporations
 P.O. Box 6327
 Tallahassee, Florida 32314

Dear Sir/Madam:

Enclosed please find a Limited Partnership Annual Report for 1997 together with a check in the amount of \$576.25 together with a Certificate of Amendment and a check in the amount of \$52.50. Please file this accordingly and return a copy of the Certificate of Limited Partnership to my attention.

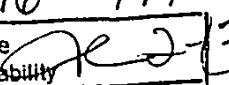
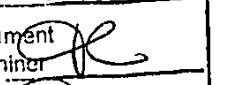
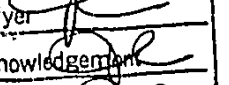
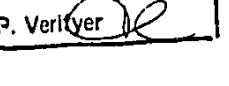
Sincerely yours,


 Martin V. Katz

MVK/lmf
 Enclosures

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 DIVISION OF CORPORATIONS
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A96-1990

Name	
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Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

**AMENDED CERTIFICATE OF LIMITED PARTNERSHIP
OF THE BERRIE FAMILY LIMITED PARTNERSHIP**

1. The name of the Partnership is The Berrie Family Limited Partnership.
2. The date of filing of the Certificate of Limited Partnership of The Berrie Family Limited Partnership was on October 24, 1996.
3. This Amendment is filed to reflect that the General Partner is Berrie Family Corp., c/o Murray L. Berrie, President, 14745 Draft Horse Lane, West Palm Beach, Florida 33414.

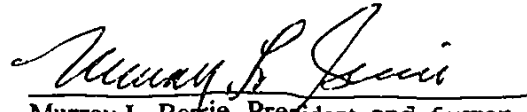
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This Amended Certificate of Limited Partnership of The Berrie Family Limited Partnership has been executed on the 4th day of February, 1997. By such execution, the General Partner whose signature is set forth below hereby affirms, under penalties of perjury, that the facts stated herein are true.

GENERAL PARTNER:

BERRIE FAMILY CORP.

By:


Murray L. Berrie, President and former
General Partner

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