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ACCT#:

CONTACT: MIKE GIEHL

PHONE: (954)525-7500

FAX #:

(954)761-8475

NAME: LMK ASSOCIATES III, LTD.

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AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
LMK ASSOCIATES III, LTD.

The Certificate of Limited Partnership of LMK Associates III, Ltd., a Florida limited partnership ("Partnership"), filed with the Department of State on November 22, 1996, Charter Number A96000002144, is hereby amended as shown below.

Paragraph 4 of the Certificate of Limited Partnership of this Partnership is amended to read in its entirety as follows:

1. The name and business address of the General Partner of the Partnership is as follows:

Trion Ventures III, Inc.
5310 N.W. 33rd Avenue
Suite 219
Fort Lauderdale, Florida 33309

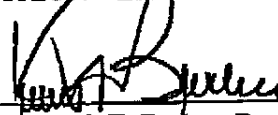
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Except as amended hereby, the terms of the Certificate of Limited Partnership of this Partnership shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, being the President of the sole general partner of the Partnership, has hereunto subscribed his hand and seal to this Amendment as of this 22 day of DECEMBER, 1997.

This Amendment to the Certificate of Limited Partnership shall be effective upon the filing date.

TRION VENTURES III, INC.


Kenneth T. Barber, President
General Partner

Prepared by: Drake M. Barchelder, Esq.
Bar No:0117273
Tripp, Scott, Conklin & Smith
110 SE 6th Street, 15th Floor
Fort Lauderdale, Florida 33301
(954) 525-7500

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