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Florida Department of State

Division of Corporations

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LIMITED PARTNERSHIP AMENDMENT

A97-32

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**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
JOHN A. GRANT, JR. LIMITED PARTNERSHIP**

THIS CERTIFICATE OF AMENDMENT is made this 8th day of February, 2002, by JOHN A. GRANT, JR. (the "Withdrawing General Partner") and SURF & TURF ENTERPRISES, INC. II, a Florida corporation as the incoming general partner of JOHN A. GRANT, JR. LIMITED PARTNERSHIP (the "Partnership"). The undersigned certify as follows:

1. The name of the limited partnership is JOHN A. GRANT, JR. LIMITED PARTNERSHIP.
2. The Certificate of Limited Partnership of the Partnership was originally filed with the Florida Secretary of State on January 3, 1997.
3. The Partnership's Certificate of Limited Partnership is amended to indicate that John A. Grant, Jr., the general partner, has withdrawn from the Partnership and is being replaced by Surf & Turf Enterprises, Inc. II. Therefore, Paragraph 8 of the Partnership's Certificate of Limited Partnership has been amended to read as follows:

"8 NAME AND ADDRESS OF GENERAL PARTNER. The name and address of the sole General Partner of the Partnership is as follows:

Surf & Turf Enterprises, Inc. II
3333 North Federal Highway, Suite 3
Boca Raton, Florida 33431."

G-00924

4. This Certificate of Amendment is made in accordance with Section 620.109 of the Florida Statutes.

The execution of this Certificate of Amendment by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Amendment to Certificate of Limited Partnership has been executed by the Withdrawing General Partner and the incoming general partner of the Partnership as of this 8th day of February, 2002.

Withdrawing General Partner:


John A. Grant, Jr.

SURF & TURF ENTERPRISES, INC. II
a Florida corporation, as incoming general partner

By: 
John A. Grant, Jr. President

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