

**Capital Texas
Asset, Ltd.**

7108 Fairway Drive, Suite 130
Palm Beach Gardens, Florida 33418
(561) 776-1100, ext 26 Telephone ♦ (561) 776-1810 Facsimile

A97000000398

April 28, 2000

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*****52.50 *****52.50

Florida Dept. of State
Division of Corporations
Registration Section
409 E. Gaines Street
Tallahassee, FL 32399

Gentlemen:

Enclosed you will find our check in the amount of \$52.50 and an amendment to the certificate of limited partnership. If you have any questions, please do not hesitate to contact me directly at the number above. In addition, please address any acknowledgment or correspondence directly to me.

Sincerely,

Sterling Winchester
Sterling Winchester
Chief Financial Officer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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W. P. [Signature]	

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

Superior Texas Asset, Ltd.

Capital Texas Asset, Ltd. *Article*

(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 February 14, 1997, adopts the following certificate of amendment to its certificate of limited partnership.

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

Delete the current General Partner:
Capital Asset Holdings GP, Inc.
3950 RCA Blvd., Suite 5001
Palm Beach Gardens, FL 33410

Add the following General Partner:
Superior Asset Equity, Inc.
7108 Fairway Drive, Suite 130
Palm Beach Gardens, FL 33418

996-12794

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:

See below

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

Richard A. Heitmeyer

Richard A. Heitmeyer, President

Superior Asset Equity Corporation

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TALLAHASSEE, FLORIDA