

TUTOR TIME A9700000401

January 18, 2001

Division of Corporations
Annual Report/Reinstatement Section
P.O. Box 6327
Tallahassee, FL 32314-6327

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-01/19/01--01094--016
*****52.50 *****52.50

Re: 2001 UNIFORM BUSINESS REPORT AND AMENDMENT FILING

To Whom It May Concern:

Enclosed please find our Uniform Business Report filing for T.T. Upland Associates, Ltd.
-- Document # A9700000401 with check # 309117 in the amount of \$141.25

Certificate of Amendment with check # 309116 in the amount of \$52.50.

If you should have any questions regarding this information, please contact Donna Pile
at 800-275-1235, ext. 205.

Thank you for your time in this matter, I wait your reply.

Sincerely,

Deenie Ewing
Deenie Ewing
Legal Assistant

WJ/1a
FILED
01 JAN 19 PM 12:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

T.T. Upland Associates, Ltd

(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 Department 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)

Certificate of Limited Partnership amending Item # 4

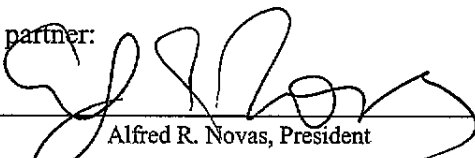
Item # 4 New General Partner is: T.T. GP Holdings, Inc., as the successor through merger with the former General Partner T.T. Upland, Inc., effective on December 9, 1998 as previously filed with the State of Florida. The Successor is now the General Partner. The Business Address for T.T. GP Holdings is: 621 NW 53rd Street, Suite 450, Boca Raton, FL 33487.

P9664297

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

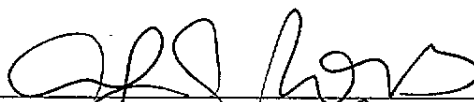
THIRD: Signature(s)

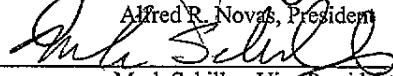
Signature of current general partner:



Alfred R. Novas, President

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



Alfred R. Novas, President


Mark Schiller, Vice President

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TALLAHASSEE FLORIDA