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OF COUNSEL
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ROBERT D. KILMARX RETIRED
*ALSO MEMBERS OF MASSACHUSETTS BAR
**MEMBER OF PENNSYLVANIA BAR ONLY

March 15, 1999

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

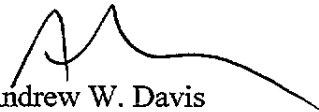
Re: The Frances Smith Family Limited Partnership

Dear Sir or Madam:

Enclosed please find an original, fully executed Certificate of Amendment to Certificate of Limited Partnership for the above referenced limited partnership. Also enclosed is our check in the amount of \$50.00 to cover the filing fee for same.

Please contact me at the above number if you have any questions or require any further information regarding this matter.

Sincerely,

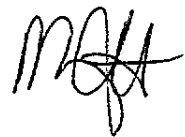

Andrew W. Davis

AWD:mjc

Enclosures

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DIVISION OF CORPORATIONS
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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

THE FRANCES SMITH FAMILY LIMITED PARTNERSHIP

Document No. A97000000662

(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 March 17, 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)

Article 8:

Addition of General Partner

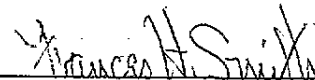
Name

Gayle W. Niebaum 56 Water Street Sandwich, Massachusetts 02563

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:



Frances H. Smith

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



Gayle W. Niebaum

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99 MAR 22 PM 3:14