

A97000000808

COMMERCE FINANCIAL CORPORATION
2221 Lee Road, Suite 22
Winter Park, FL 32789

December 19, 2000

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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: BIOMETRIC ACCESS, LTD.
Document No. A97000000808

Dear Sir or Madam:

Enclosed are the original and one copy of the Second Amendment to Agreement and Certificate of Limited Partnership of Biometric Access, Ltd. for filing with the Secretary of State. A check in the amount of \$52.50 is enclosed for the filing fee. Please return a copy of the recorded document to this office.

Very truly yours,

COMMERCE FINANCIAL CORPORATION

By:

Bryan M. Thomas, President

BMT/pa
Enclosures

A97-808
AL

SECOND AMENDMENT TO AGREEMENT
AND CERTIFICATE OF LIMITED PARTNERSHIP
OF
BIOMETRIC ACCESS, LTD.

THIS SECOND AMENDMENT TO AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF BIOMETRIC ACCESS, LTD. is made and entered into this 18th day of December, 2000, by and between COMMERCE FINANCIAL CORPORATION, a Florida corporation, as the General Partner; MLP #1, LTD., as Withdrawing Limited Partner; THOMAS THOMAS, TRUSTEE FOR THE JULIANNE E. MURPHY TRUST, as Substitute Limited Partner; and all Limited Partners. The original Certificate of Limited Partnership was filed April 11, 1997.

W I T N E S S E T H:

The parties hereto agree to amend the Agreement and Certificate of Limited Partnership as follows:

I.

SUBSTITUTION OF LIMITED PARTNER

MLP #1, Ltd. has transferred the ownership of twenty (20) units of limited partnership interest of Biometric Access, Ltd. to Thomas Thomas, Trustee for the Julianne E. Murphy Trust and hereby withdraws as a limited partner and releases and quit-claims any interest it might have had of record to Thomas Thomas, Trustee for the Julianne E. Murphy Trust.

II.

RECORDING

by execution hereof, the parties direct the General Partner to enter this instrument of record with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this First Amendment to Agreement and Certificate of Limited Partnership as of the day and year first above written.

Signed, sealed and delivered in the presence of:

✓ Patricia Sipion H.

Patricia Andrews

GENERAL PARTNER

COMMERCE FINANCIAL CORPORATION

By: [Signature]
Bryan M. Thomas, President

WITHDRAWING LIMITED PARTNER

MLP #1, LTD.

✓ Patricia Sipion H.

Patricia Andrews

By: [Signature]
Bryan M. Thomas
Attorney-in-Fact

SUBSTITUTE LIMITED PARTNER

THOMAS THOMAS, TRUSTEE FOR THE
JULIANNE E. MURPHY TRUST

✓ Patricia Sipion H.

Patricia Andrews

By: [Signature]
Bryan M. Thomas
Attorney-in-Fact

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me
this 18th day of December, 2000, by Bryan M. Thomas,
President of COMMERCE FINANCIAL CORPORATION, a Florida
corporation, on behalf of the corporation. He is personally
known to me and did not take an oath.

Patricia Andrews

Notary Public

Typed Name: PATRICIA ANDREWS

My Commission Expires PATRICIA ANDREWS

Notary Public, State of Florida

My comm. exp. Sept. 20, 2002

Comm. No. CC776780

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me
this 18th day of December, 2000, by Bryan M. Thomas,
Attorney-in-Fact for the Withdrawing Limited Partner, the
Substitute Limited Partner, and all limited partners. He is
personally known to me and did not take an oath.

Patricia Andrews

Notary Public

Typed Name: PATRICIA ANDREWS

My Commission Expires:

PATRICIA ANDREWS

Notary Public, State of Florida

My comm. exp. Sept. 20, 2002

Comm. No. CC776780