

A 9700000808

COMMERCE FINANCIAL CORPORATION

2221 Lee Road, Suite 22

Winter Park, FL 32789

January 15, 2001

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-01/22/01--01135--005
*****52.50 *****52.50

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 Third 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
R

FILED
JAN 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL 32304

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

THIS THIRD AMENDMENT TO AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF BIOMETRIC ACCESS, LTD. is made and entered into this 11th day of January, 2001, by and between COMMERCE FINANCIAL CORPORATION, a Florida corporation, as the General Partner; Estate of CLIFFORD D. BIDWELL, as Withdrawing Limited Partner; , Guy Colado, as Trustee of FAMILY TRUST OF THE CLIFFORD D. BIDWELL TRUST under will dated October 15, 1991, 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

The Estate of Clifford D. Bidwell has transferred the ownership of fifteen (15) units of limited partnership interest of Biometric Access, Ltd. to Guy Colado, as Trustee of the Family Trust of the Clifford D. Bidwell Trust, under will dated October 15, 1991, and hereby withdraws as a limited partner and releases and quit-claims any interest it might have had of record to Guy Colado, as Trustee of the Family Trust of the Clifford D. Bidwell Trust, under will dated October 15, 1991.

FILED
01 JAN 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

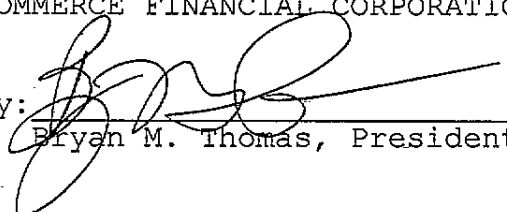
IN WITNESS WHEREOF, the parties hereto have executed and delivered this First Amendment to Agreement and Certificate of Limited Partnership as of the day and year first above written.

Signed, sealed and delivered in the presence of:

GENERAL PARTNER

COMMERCE FINANCIAL CORPORATION

By:

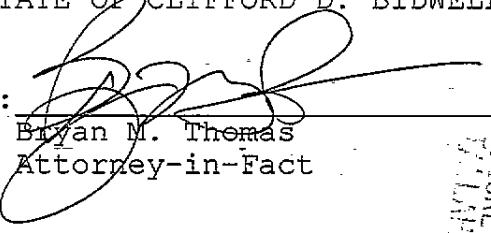

Bryan M. Thomas, President

M. Patricia Laughon
Patricia Andrews

WITHDRAWING LIMITED PARTNER

ESTATE OF CLIFFORD D. BIDWELL

By:

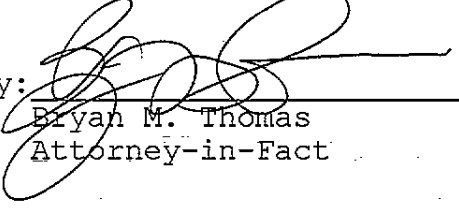

Bryan M. Thomas
Attorney-in-Fact

M. Patricia Laughon
Patricia Andrews

SUBSTITUTE LIMITED PARTNER

GUY COLADO, AS TRUSTEE OF THE
FAMILY TRUST OF CLIFFORD D.
BIDWELL TRUST, UNDER WILL
DATED OCTOBER 15, 1991

By:


Bryan M. Thomas
Attorney-in-Fact

M. Patricia Laughon
Patricia Andrews

FILED
01 JAN 22 PM 5:00
SECRETARY OF STATE
FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of JANUARY, 2001, 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

STATE OF FLORIDA
COUNTY OF ORANGE

PATRICIA ANDREWS
Notary Public, State of Florida
My comm. exp. Sept. 20, 2002
Comm. No. CC776780

The foregoing instrument was acknowledged before me this 11th day of JANUARY, 2001, 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

FILED
JAN 11 2001
PM 5:00
STATE OF FLORIDA