

A97000000808

COMMERCE FINANCIAL CORPORATION

2221 Lee Road, Suite 22

Winter Park, FL 32789

MJH

March 22, 2001

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 Fourth 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,

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-03/26/01--01165--007
*****52.50 *****52.50

COMMERCE FINANCIAL CORPORATION

By:

Bryan M. Thomas, President

BMT/pa
Enclosures

FILED
01 MAR 26 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

THIS FOURTH AMENDMENT TO AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF BIOMETRIC ACCESS, LTD. is made and entered into this 23rd day of March, 2001, by and between COMMERCE FINANCIAL CORPORATION, a Florida corporation, as the General Partner; GEORGE NOGA, TRUSTEE-PENSION & PROFIT SHARING PLANS FBO EMPLOYEES TRANSAM FINANCIAL SERVICES, INC., as Withdrawing Limited Partner; COMMUNITY NATIONAL BANK, CUSTODIAN IRA FBO CATHERINE M. NOGA, 120-38-6712, 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 George Noga, Trustee-Pension & Profit Sharing Plans FBO Employees TransAm Financial Services, Inc. has transferred the ownership of fifteen (15) units of limited partnership interest of Biometric Access, Ltd. to Community National Bank, Custodian IRA FBO Catherine M. Noga, 120-38-6712, and hereby withdraws as a limited partner and releases and quit-claims any interest he might have had of record to Community National Bank, Custodian IRA FBO Catherine M. Noga, 120-38-6712.

SECRETARY OF STATE
TALLAHASSEE
FLORIDA

01 MAR 26 PM 5:01

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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 Fourth 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

WITHDRAWING LIMITED PARTNER

GEORGE NOGA, TRUSTEE-PENSION & PROFIT SHARING PLANS FBO
EMPLOYEES TRANSAM FINANCIAL SERVICES, INC.

By:

Bryan M. Thomas
Attorney-in-Fact

SUBSTITUTE LIMITED PARTNER

COMMUNITY NATIONAL BANK,
CUSTODIAN IRA FBO CATHERINE M. NOGA, 120-38-6712

By:

Bryan M. Thomas
Attorney-in-Fact

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23rd day of March, 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
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 23rd day of March, 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: _____

My Commission Expires:

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