

A97000000808

COMMERCE FINANCIAL CORPORATION

2221 Lee Road, Suite 22

Winter Park, FL 32789

September 15, 2001

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-09/21/01--01032--004
*****52.50 *****52.50

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

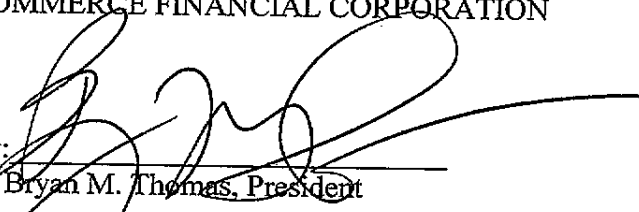
Re: BIOMETRIC ACCESS, LTD.
Document No. A97000000808

Dear Sir or Madam:

Enclosed are the original and one copy of the Fifth 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

FILED
SEP 21 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A97-808
AL

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

THIS FIFTH AMENDMENT TO AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF BIOMETRIC ACCESS, LTD. is made and entered into this _____ day of _____, 2001, by and between COMMERCE FINANCIAL CORPORATION, a Florida corporation, as the General Partner; RICHARD GUY ARTHUR BUTLER and THERESA ANNA BUTLER, his wife, as Withdrawing Limited Partners; RICHARD GUY ARTHUR BUTLER FAMILY TRUST. Dated March 21, 2001, 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 Certificate of Limited Partnership as follows:

I.

SUBSTITUTION OF LIMITED PARTNER

Richard Guy Arthur Butler and Theresa Anna Butler have transferred their ownership of five (5) units of limited partnership interest of Biometric Access, Ltd. to the Richard Guy Arthur Butler Family Trust dated March 21, 2001 and hereby withdraw as limited partners and release and quit-claim any interest they might have had of record to the Richard Guy Arthur Butler Family Trust.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 SEP 21 PM 5:20

FILED

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 Fifth 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:

Julien S. Lyle
Patricia Andrews

GENERAL PARTNER

COMMERCE FINANCIAL CORPORATION

By: [Signature]
Bryan M. Thomas, President

WITHDRAWING LIMITED PARTNERS

RICHARD GUY ARTHUR BUTLER

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

THERESA ANNA BUTLER

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

SUBSTITUTE LIMITED PARTNER

RICHARD GUY ARTHUR BUTLER
FAMILY TRUST DATED MARCH 2001

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

Julien S. Lyle
Patricia Andrews

Julien S. Lyle
Patricia Andrews

Julien S. Lyle
Patricia Andrews

FILED
01 SEP 21 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18th day of SEPTEMBER, 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: _____

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 SEPTEMBER, 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

FILED
01 SEP 21 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA