

A97000001025

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB 16 PM 3:52

Reply to:
P.O. Box 3267

West Palm Beach, FL 33402

February 11, 1998

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

Re: Devonshire II Limited Partnership
Reference No. A97000001025

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Ladies and Gentlemen:

Enclosed is your letter of December 22, 1997 regarding the above referenced. When this Limited Partnership was created, the Certificate of Limited Partnership that was filed inaccurately named the Partnership. I am enclosing a Certificate of Amendment to Certificate of Limited Partnership amending the Certificate to reflect the proper name. Please note that the only difference is the addition of the word "Venture" in the name.

Please file the enclosed Certificate and provide me with a certified copy of the Amendment. Our check in the amount of \$105.00 is enclosed. Thank you for your assistance in this regard.

Sincerely,

Nannette Gammon
Nannette Gammon

700002438077--9

02/23/98-01113-004

****105.00 ****105.00

/j
encl.

cc: Lucille Kraepel

C. TAX	_____
FILING	52.50
R. AGENT FEE	_____
C. COPY	52.50
TOTAL	105.00
N. BANK	_____
BALANCE DUE	_____
REFUND	_____

CORAPAMND

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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 22, 1997

DEVONSHIRE II LIMITED PARTNERSHIP
1555 PALM BEACH LAKES BLVD., SUITE 1100
WEST PALM BEACH, FL 33401

SUBJECT: DEVONSHIRE II LIMITED PARTNERSHIP
Ref. Number: A97000001025

We have received your document for DEVONSHIRE II LIMITED PARTNERSHIP and your check(s) totaling \$165.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.109, Florida Statutes, states that within 30 days after the happening of any of the following events, an amendment to a certificate of limited partnership should be filed: the admission of a new general partner, the withdrawal of a general partner, a change in the name of the limited partnership, or the continuation of the business under section 620.157, Florida Statutes, after an event of withdrawal of a general partner.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 197A00060045

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 16 PM 3:52

Devonshire II Limited Partnership

(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 Department of State on May 7, 1997, adopted the following certificate of amendment to its certificate of limited partnership:

FIRST: Amendment(s): (indicate article number(s) being amended, added or deleted)

1. Name of Partnership:

Devonshire Venture II Limited Partnership

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:

CREATIVE TRUST, INC.


E. Llwyd Ecclestone, President

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

N/A