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FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
075350000132
CONTACT: KENDALL SPARKMAN
PHONE: (305)374-7580
(305)350-2446

ACCT#:

FAX #:

NAME: MIDWEST PORTAGE LIMITED PARTNERSHIP

AUDIT NUMBER.....H97000018751

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..1

PAGES..... 2

CERT. COPIES.....1

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**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
MIDWEST PORTAGE LIMITED PARTNERSHIP**

The undersigned, MIDWEST PORTAGE, INC., a Florida corporation, being a general partner of MIDWEST PORTAGE LIMITED PARTNERSHIP, a Florida limited partnership (the "Limited Partnership"), and KEYSTONE PORTAGE REAL ESTATE DEVELOPMENT CORPORATION, an Indiana corporation, being the newly admitted general partner of the Limited Partnership, both of which being desirous of amending the Certificate of Limited Partnership of the Limited Partnership as filed with the Secretary of State of the State of Florida, hereby state as follows:

1. The name of the limited partnership is MIDWEST PORTAGE LIMITED PARTNERSHIP (the "Limited Partnership").

2. The Limited Partnership was formed as a limited partnership under the law of the State of Florida on June 3, 1997, the date on which a Certificate of Limited Partnership of the Limited Partnership was filed with the Secretary of State of the State of Florida under Document No. A97000001225.

3. KEYSTONE PORTAGE REAL ESTATE DEVELOPMENT CORPORATION, having a mailing address of c/o Midwest Venture Partners Limited Partnership, 540 Frontage Road, Suite 3315, Northfield, Illinois 60093, has been admitted as an additional general partner of the Limited Partnership (and not in substitution or replacement of any existing general partner of the Limited Partnership).

This Certificate of Amendment to Certificate of Limited Partnership may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Certificate of Amendment to Certificate of Limited Partnership of the Limited Partnership has been duly executed by each of the general partners of the Limited Partnership as of the 14th day of November, 1997.

GENERAL PARTNER:

MIDWEST PORTAGE, INC., a Florida corporation

By: Kenneth B. Karl
Kenneth B. Karl, President

NEWLY-ADMITTED GENERAL PARTNER:

KEYSTONE PORTAGE REAL ESTATE DEVELOPMENT CORPORATION, a ~~Michigan~~ Indiana corporation

By: _____
Dudley Sullivan, President

This instrument prepared by:
Brian L. Bilzin, Esquire
Florida Bar No. 244252
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

Fax Audit No. H97-18751

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
MIDWEST PORTAGE LIMITED PARTNERSHIP**

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DIVISION OF CORPORATIONS
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The undersigned, MIDWEST PORTAGE, INC., a Florida corporation, being a general partner of MIDWEST PORTAGE LIMITED PARTNERSHIP, a Florida limited partnership (the "Limited Partnership"), and KEYSTONE PORTAGE REAL ESTATE DEVELOPMENT CORPORATION, an Indiana corporation, being the newly admitted general partner of the Limited Partnership, both of which being desirous of amending the Certificate of Limited Partnership of the Limited Partnership as filed with the Secretary of State of the State of Florida, hereby state as follows:

1. The name of the limited partnership is MIDWEST PORTAGE LIMITED PARTNERSHIP (the "Limited Partnership").
2. The Limited Partnership was formed as a limited partnership under the law of the State of Florida on June 3, 1997, the date on which a Certificate of Limited Partnership of the Limited Partnership was filed with the Secretary of State of the State of Florida under Document No. A97000001225.
3. KEYSTONE PORTAGE REAL ESTATE DEVELOPMENT CORPORATION, having a mailing address of c/o Midwest Venture Partners Limited Partnership, 540 Frontage Road, Suite 3315, Northfield, Illinois 60093, has been admitted as an additional general partner of the Limited Partnership (and not in substitution or replacement of any existing general partner of the Limited Partnership).

This Certificate of Amendment to Certificate of Limited Partnership may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Certificate of Amendment to Certificate of Limited Partnership of the Limited Partnership has been duly executed by each of the general partners of the Limited Partnership as of the 11th day of November, 1997.

GENERAL PARTNER:

MIDWEST PORTAGE, INC., a Florida corporation

By: _____
Kenneth B. Karl, President

NEWLY-ADMITTED GENERAL PARTNER:

KEYSTONE PORTAGE REAL ESTATE DEVELOPMENT CORPORATION, an Indiana corporation

By: 
Dudley Sullivan, President

This instrument prepared by:
Brian L. Bilzin, Esquire
Florida Bar No. 244252
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2500 First Union Financial Center
Miami, Florida 33134-2336
Telephone: 305-374-7580

Fax Audit No. H97-18751

RUBINBAUMLEVINCONSTANTFRIEDMAN&BILZIN

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TEL: 305-374-7580

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