

A97000001282  
LAW OFFICES  
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December 9, 1998

Via Federal Express

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 25 PM 1:48

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

400002713034--9  
-12/15/98--01068--007  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: Wharton Investment Group of Margate, Ltd.

Dear Sir or Madam:

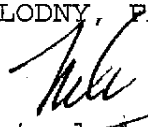
Enclosed, for filing, you will find the original of an Amendment to the Limited Partnership Agreement of Wharton Investment Group of Margate, Ltd. Also enclosed is our firm's check payable to the Secretary of State in the amount of \$52.50 in payment of the filing fee.

Please return a date-stamped copy of the Amendment to the undersigned at your earliest convenience.

Thank you for your attention to this matter.

Very truly yours,

COLODNY, FASS & TALENFELD, P.A.

  
Michael Colodny

MC:cm  
Enclosures

cc: Mr. Philip Procacci

A97-1282 CM



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 18, 1998

MICHAEL COLODNY  
COLODNY, FASS & TALENFELD, P.A.  
2000 W. COMMERCIAL BLVD., SUITE 232  
FORT LAUDERDALE, FL 33309

SUBJECT: WHARTON INVESTMENT GROUP OF MARGATE, LTD.  
Ref. Number: A97000001282

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DIVISION OF CORPORATIONS  
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We have received your document for WHARTON INVESTMENT GROUP OF MARGATE, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed annual report or reinstatement must be filed and the appropriate fee submitted before your document can be filed.

Please entitle your document "Certificate of Amendment."

The document must include the date of filing of its original certificate of limited partnership. Our records reflect the original certificate was filed on June 11, 1997. Please amend your document accordingly.

The effective day must be specific and cannot be prior to the date of filing.

The name and address is required for any newly designated general partner.

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) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 998A00059556

**CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF WHARTON  
INVESTMENT GROUP OF MARGATE, LTD.**

THIS AGREEMENT is made and entered into this 8th day of December, 1998, by and between Philip J. Procacci, Wharton Investment Group of Margate, Ltd. and Procacci Margate, Inc., a Florida Corporation.

1. Recitals

- A. Procacci Margate, Inc., as the sole General Partner and Philip J. Procacci, as the sole Limited Partner, are the only Partners of the Wharton Investment Group of Margate, Ltd. whose date of filing of its original certificate of limited partnership was June 11, 1997, ("Partnership") and are hereinafter referred to collectively as the "Partners."
- B. On or about July 8, 1998, the Partners amended the Limited Partnership Agreement to provide for the withdrawal of Procacci Commercial Realty, Inc., a Florida Corporation, as the General Partner and in substitution thereof substituting Procacci Margate, Inc., a Florida Corporation, as the only General Partner of the Partnership.
- C. The Partners are now desirous of rescinding said substitution, and replacing Procacci Margate, Inc., a Florida Corporation, with Procacci Commercial Realty, Inc. as the sole General Partner of the Partnership.

NOW THEREFORE, in consideration of the terms and conditions herein set forth, and for other good and valuable consideration, the receipt of which is hereby acknowledged, the parties agree and acknowledge as follows:

1. The General Partner of Wharton Investment Group of Margate, Ltd., is hereby changed from Procacci Margate, Inc. to Procacci Commercial Realty, Inc.
2. The Partners hereby consent to, ratify, confirm and approve the change to Procacci Commercial Realty, Inc. as the sole General Partner of the Partnership.
3. Upon execution of this Amendment by all parties, the Partners and their respective Partnership interests are as follows:  

General Partner:	Procacci Commercial Realty, Inc., 5082 Coconut Creek Parkway, Margate, Florida, 33063, One (1%) percent
Limited Partner:	Philip J. Procacci, Ninety-nine (99%) percent
4. The name and address of the newly designated General Partner is:  
Procacci Commercial Realty, Inc., 5082 Coconut Creek Parkway, Margate, Florida, 33063.
5. It is the intention of the Partners that the changes contemplated by this Amendment shall be effectuated without any termination or dissolution of the Partnership, that the Partnership shall continue in full force and effect and that the business of the Partnership to be continued.
6. This Amendment shall be effective as of the date of filing.
7. The Partners and Procacci Commercial Realty, Inc., hereby ratify, adopt and affirm any and all acts and/or undertakings done by Procacci Margate, Inc., while acting as General

Partner from on or about July 8, 1998, to present, and further ratify, adopt and affirm any and all acts and/or undertakings done by Wharton Investment Group of Margate, Ltd. from on or about July 8, 1998 to present. Said ratification and affirmation includes, but is not limited to, that certain Amendment to Limited Partnership Agreement of Wharton Investment Group of Margate, Ltd., dated September 15, 1998, and filed with the Florida Secretary of State, Division of Corporations on September 16, 1998.

IN WITNESS WHEREOF, the parties have set their hand and seal the day first above written.

PROCACCI MARGATE, INC., General Partner

By: *[Signature]*  
Philip Procacci

Its: President

STATE OF FLORIDA:  
COUNTY OF BROWARD: ss.

8th The foregoing instrument was acknowledged before me this day of December, 1998, by Philip Procacci, as President of Procacci Margate, Inc., a Florida corporation and General Partner, on behalf of the corporation. He is personally known to me or has produced as identification.

My commission expires:



*Catherine H. Metzger*  
Signature of Acknowledger  
CATHERINE H. METZGER  
Typed/Printed Name of Acknowledger  
Notary Public  
Title of Rank  
N/A  
Serial Number, if any

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 25 PM 1:48

WHARTON INVESTMENT GROUP OF MARGATE, LTD.  
By: Procacci Commercial Realty, Inc. Its  
General Partner

STATE OF FLORIDA : SS:  
COUNTY OF BROWARD :

By: [Signature] Philip Procacci  
Its: President

8th The foregoing instrument was acknowledged before me this  
day of December, 1998, by Philip Procacci, as President of  
Procacci Commercial Realty, Inc., General Partner, of Wharton Investment Group  
of Margate, Ltd., a Florida limited partnership, on behalf of the partnership.  
He/she is personally known to me or has produced  
as identification.

My commission expires:



Catherine H. Metzger  
Signature of Acknowledger  
CATHERINE H. METZGER  
Typed/Printed Name of Acknowledger  
Notary Public  
Title or Rank  
N/A  
Serial Number, if any

PROCACCI COMMERCIAL REALTY INC.

By: [Signature] Philip Procacci  
Its: President

STATE OF Florida :  
COUNTY OF Broward : SS.

8th The foregoing instrument was acknowledged before me this  
day of December, 1998, by Philip Procacci, as President of  
Procacci Commercial Realty, Inc., a Florida corporation, on behalf of the  
corporation He is personally known to me or has produced  
as identification.

My commission expires:



Catherine H. Metzger  
Signature of Acknowledger  
CATHERINE H. METZGER  
Typed/Printed Name of Acknowledger  
Notary Public  
Title or Rank  
N/A  
Serial Number, if any

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