

A97000001831

LAW OFFICES
COLODNY, FASS & TALENFELD, P.A.

2000 West Commercial Boulevard
Suite 232
Fort Lauderdale, Florida 33309

Michael Colodny
Joel S. Fass
Howard M. Talenfeld

Broward: (954) 492-4010
Dade: (305) 893-2224
Facsimile: (954) 492-1144

Maria Elena Abate
Wendy Beck
Yvonne Colodny
G. Yasmin Jacob
Stuart B. Yanofsky

October 29, 1998

800002676708--C
-10/30/98--01049--002
*****35.00 *****35.00

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

800002676708--9
-11/23/98--01002--006
*****17.50 *****17.50

Re: Amendment to Limited Partnership Agreement
of Wharton Investment Group of Wachula, Ltd.
Document No.: A97000001831

Dear Sir or Madam:

Enclosed herein, for filing, you will find the original and one copy of an Amendment to the Limited Partnership Agreement of Wharton Investment Group of Wachula, Ltd. Also enclosed is a check payable to the Secretary of State in the amount of \$35.00 in payment of the filing fee.

Please stamp the enclosed copy of the Amendment with the date of filing and return it to our office in the self-addressed stamped envelope provided.

Thank you for your attention to this matter.

Very truly yours,

COLODNY, FASS & TALENFELD, P.A.

Michael Colodny

Name	Availability
Document	MC:cm DCC
Examiner	Enclosures
Updater	DCC
Reviewer	
Acknowledgment	DCC
W. P. Verifier	DCC

C. TAX _____
FILING 17.50
R. AGENT FEE _____
C. COPY _____
T. L. _____
N. L. _____
BALANCE DUE _____
REFUND _____

A970000001831

LAW OFFICES
COLODNY, FASS & TALENFELD, P.A.

2000 West Commercial Boulevard
Suite 232

Fort Lauderdale, Florida 33309

Michael Colodny
Joel S. Fass
Howard M. Talenfeld

Broward: (954) 492-4010

Dade: (305) 893-2224

Facsimile: (954) 492-1144

Maria Elena Abate

Wendy Beck

Yvonne Colodny

G. Yasmin Jacob

Stuart B. Yanofsky

November 16, 1998

Via Federal Express

Attn.: Diane Cushing
Corporate Specialist
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Wharton Investment Group of Wachula, Ltd.
Corporate Document No.: A97000001831

Dear Ms. Cushing:

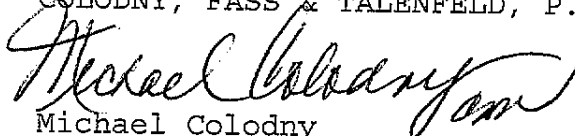
Enclosed you will find a copy of your correspondence dated November 4, 1998, regarding the above-captioned limited partnership. Pursuant to your correspondence, enclosed is a check payable to the Secretary of State in the amount of \$17.50 representing the balance due for filing the Amendment to the Limited Partnership Agreement for Wharton Investment Group of Wachula, Ltd.

Please forward 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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 4, 1998

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

SUBJECT: WHARTON INVESTMENT GROUP OF WACHULA, LTD.
Ref. Number: A97000001831

We have received your document for WHARTON INVESTMENT GROUP OF WACHULA, LTD. and check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$17.50. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 098A00053722

AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT OF WHARTON
INVESTMENT GROUP OF WACHULA, LTD.

THIS AGREEMENT is made and entered into this 29 day, of October, 1998, by and between Philip J. Procacci and Procacci Wachula Inc., a Florida Corporation, its General Partner.

Whereas, the parties hereto are desirous of amending the Limited Partnership Agreement by changing the name of the Limited Partnership entity and the name of the General Partner and in reference thereto the following two (2) amendments were formally adopted by all partners to the Limited Partnership.

The parties hereto for and in consideration of the sum of Ten Dollars (\$10.00) each to the other paid and receipt of which is acknowledged do hereby amend the Partnership Agreement dated the 21st day of August, 1997, as follows:

1. The name of the Limited Partnership entity shall be changed from WHARTON INVESTMENT GROUP OF WACHULA, LTD. to WHARTON INVESTMENT GROUP OF WAUCHULA, LTD.

2. Paragraph 1.00 of the Partnership Agreement shall be changed to reflect the following spelling of the General Partners name:

1.00 General Partner. PROCACCI WAUCHULA, INC. Florida corporation shall be general partner of the Partnership (sometimes hereinafter referred to as the "General Partner"), and Philip J. Procacci shall be the Limited Partners (sometimes hereinafter collectively referred to as the "Limited Partners").

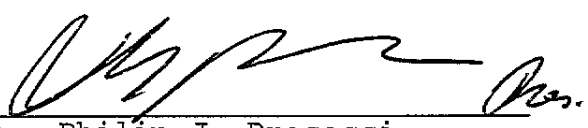
It is the purpose of these Amendments to correct the spelling of the General Partners name and to cause the Limited Partnership to hereafter be known as WHARTON INVESTMENT GROUP OF WAUCHULA, LTD. These changes shall be reflected throughout the Limited Partnership Agreement and in any, and all, future references to the names of the General Partner or Limited Partnership entity. No other provisions of the Limited Partnership Agreement herein not specifically amended are in any form or manner altered or amended.

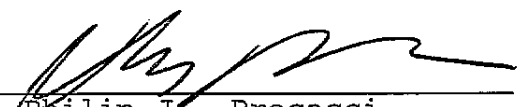
IN WITNESS WHEREOF, the parties have set their hand and seal the day first above written.

FILED
98 NOV 17 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed, sealed and delivered in the presence of:

PROCACCI WACHULA, INC.,
General Partner


By: Philip J. Procacci,
President


By: Philip J. Procacci,
individually as the
Limited Partner

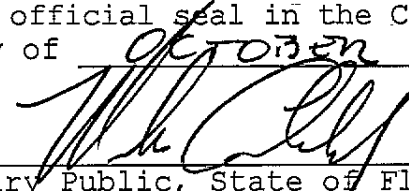
STATE OF FLORIDA)

SS;

COUNTY OF BROWARD)

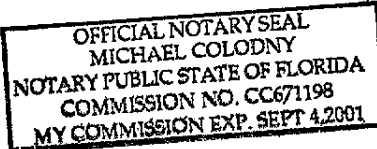
I HEREBY CERTIFY that on this day, before me an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared PHILIP J. PROCACCI, individually and as President of PROCACCI WAUCHULA, INC., formally known as PROCACCI WACHULA, INC., well known to me and being by me first duly sworn did depose and say that he executed the foregoing instrument as his act and deed.

WITNESS my hand and official seal in the County and State last aforesaid this 29 day of OCTOBER, 1998.


Notary Public, State of Florida at Large

MIKE COLODNY

My Commission Expires:



FILED
98 NOV 17 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA