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FROM: SCHARLIN, LANZETTA, COHEN, COBB & EBIN

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NAME: COMMANDMENT REALTY LTD.

AUDIT NUMBER.....H97000017963

DOC TYPE.....BASIC AMENDMENT

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TALLAHASSEE, FLORIDA

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**SECOND AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
COMMANDMENT REALTY LTD.
AND CONSENT OF PARTNERS**

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ALABAMA, FLORIDA

The undersigned, desiring to amend the Certificate of Limited Partnership of Commandment Realty Ltd. dated August 29, 1997, filed with the Florida Department of State on September 22, 1997, document number A97000002046, as amended by First Amendment to Certificate of Limited Partnership dated October 8, 1997, filed with the Florida Department of State on October 8, 1997 (the "Limited Partnership Certificate"), do hereby agree as follows, effective on the date of filing of this instrument with the Secretary of State of Florida:

The Limited Partnership Certificate is amended in the following respects:

A. As set forth in the Consent of Partners which is attached to this Second Amendment, Dalfen Cascades Enterprises Inc., a corporation organized under the federal laws of Canada and authorized to transact business in the State of Florida, has been admitted as a general partner of the Partnership, and Dalfen Sarno Enterprises, Inc., a corporation organized under the federal laws of Canada and authorized to transact business in the State of Florida, has withdrawn as a general partner of the Partnership. Accordingly, Paragraph 3 of the Limited Partnership Certificate is hereby amended to read as follows:

"3. The name and the business address of the sole general partner is:

Name:

897-5599

DALFEN CASCADES ENTERPRISES INC., a corporation organized under the federal laws of Canada and authorized to transact business in the State of Florida

Address:

Attention: Murray Dalfen, President
8479 Place Devonshire
Ville-Mont Royal
Quebec H4P 1S5, CANADA"

B. Paragraph 4 of the Limited Partnership Certificate is amended to read as follows:

Prepared By:

"4. The mailing address for the Partnership is:

Thomas C. Cobb, Esq.
Florida Bar No. 113517
Scharlin, Lanzetta, Cohen,
Cobb and Ebin
1399 S.W. First Avenue
Miami, Florida 33130

c/o Dalfen Cascades Enterprises Inc.
ATTN: Murray Dalfen, President
8479 Place Devonshire
Ville-Mont Royal
Quebec H4P 1S5, CANADA"

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C. The General Partner and the Limited Partner, being all of the partners of the Limited Partnership as of the date of this Certificate, have agreed in writing to continue the business of the Limited Partnership and to the appointment of the General Partner as the general partner of the Limited Partnership, all pursuant to Fla. Stat. §520.157 (4).

IN WITNESS WHEREOF, the General Partner, as the sole general partner of the Limited Partnership, has executed the foregoing Second Amendment to Certificate of Limited Partnership.

Dated as of October 27, 1997.

DALFEN CASCADES ENTERPRISES INC.,
a corporation organized under the
federal laws of Canada and authorized
to transact business in the State of
Florida, as General Partner

By:

M. Dalfen
Murray Dalfen, President

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TALLAHASSEE, FLORIDA

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CONSENT OF PARTNERS

The undersigned, hereby acknowledge and consent to the following:

(i) Dalfen Cascades Enterprises Inc., a corporation organized under the federal laws of Canada and authorized to transact business in the State of Florida, is hereby admitted as a general partner of the Partnership.

(ii) Dalfen Sarno Enterprises, Inc., a corporation organized under the federal laws of Canada and authorized to transact business in the State of Florida, hereby withdraws as a general partner of the Partnership.

(iii) All authorizations, consents and approvals of the limited partners of the Partnership which are required under the Agreement of Limited Partnership for the Partnership have been duly obtained.

Dated: October 27, 1997

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DALFEN SARNO ENTERPRISES, INC., a corporation organized under the federal laws of Canada and authorized to transact business in the State of Florida, as withdrawing General Partner

By: M. Ray
Murray Dalfen, President

DALFEN CASCADES ENTERPRISES INC., a corporation organized under the federal laws of Canada and authorized to transact business in the State of Florida, as incoming General Partner

By: M. Ray
Murray Dalfen, President

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