

A 9700000 2558

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December 1, 1997

VIA FEDERAL EXPRESS

Secretary of State of Florida
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

500002361305--7
-12/02/97--01089--002
****105.00 ****105.00

Re: PINE & DOUGLAS ASSOCIATES, LTD.

Dear Sir:

Enclosed herewith for filing, please find the following:

1. Certificate of Amendment to Certificate of Limited Partnership for Pine & Douglas Associates, LTD.
2. A check in the amount of \$105.00, of which \$52.50 represents the filing fee and \$52.50 is for a certified copy.

When the foregoing has been filed, please forward the acknowledgement copy to the attention of the undersigned in the federal express package which is enclosed.

Thank you.

Very truly yours,

Jennifer L. Dombrowski

Jennifer L. Dombrowski
Corporate Assistant
Corporate Services Department

Name	A9700000 2558
Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
cc:	Harold Jacobs, Esquire
Acknowledgement	DCC
W. P. Verifier	DCC

DSA131968.1

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
PINE & DOUGLAS ASSOCIATES, LTD.
(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 Dept. of State on November 21, 1997, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)
Article 8 of the Certificate is amended as follows:

P97000098697

Pine GP, Inc., a Florida corporation, has been admitted as the new general partner. The new general partner's address is: c/o The Goodman Company, 777 S. Flagler Drive, West Palm Beach, FL 33401.

Pine, LLC has withdrawn as general partner.

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

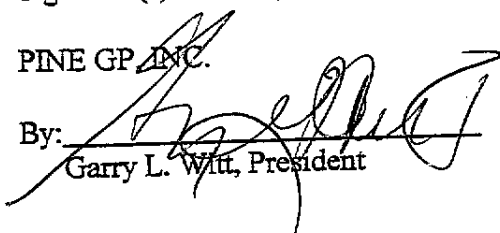
THIRD: Signature(s)
Signature of current general partner:

PINE, LLC, by its managing member
PINE GP, INC.

By: 
Garry L. Witt, President

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

PINE GP, INC.

By: 
Garry L. Witt, President

FILED
97 DEC -2 PM 2:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA