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LAW OFFICES OF  
**MAYER & KENNEDY**  
THE FORUM - TOWER A  
1675 PALM BEACH LAKES BOULEVARD  
SUITE 700  
WEST PALM BEACH, FLORIDA 33401

(561) 683-2484  
FAX: (561) 684-3142

EARL E. MAYER, JR.\*  
P. TODD KENNEDY, P.A.  
JOHN W. RANDOLPH, JR.  
PAUL T. TRINLEY

\* Federal Tax Counsel to the Firm  
Admitted in Ohio Only, Practice Limited  
to Matters of Federal Tax Law

October 7, 1998

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Rosenberg Family Investment Co., Ltd.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Certificate of Amendment to Limited Partnership for the above referenced limited partnership. Please file the original and return the copy stamped with the date and time the document has been accepted for filing. I have enclosed a self-addressed, stamped envelope for the return of this requested document, along with a check in the amount of \$52.50 to cover the required filing fee.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

MAYER & KENNEDY

John W. Randolph

Name	
Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
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W. P. Verifier	

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SECRETARY OF STATE

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\* Federal Tax Counsel to the Firm  
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November 2, 1998

Secretary of State  
Division of Corporations  
Attn: **Diane Cushing,**  
**Corporate Specialist**  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Rosenberg Family Investment Co., Ltd.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Certificate of Amendment to Limited Partnership for the above referenced limited partnership together with your letter to me dated October 14, 1998. Pursuant to your telephone conversation this date with my secretary, Marlyn, we have indicated that Rosenberg Holdings, Inc. is the sole general partner. Please file the original and return the copy stamped with the date and time the document has been accepted for filing. I have enclosed a self-addressed, stamped envelope for the return of this requested document, along with a check in the amount of \$52.50 to cover the required filing fee.

Should you have any questions, please do not hesitate to contact me. Thank you.

Sincerely,

MAYER & KENNEDY

*John W. Randolph*  
John W. Randolph

JWR:msg  
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 14, 1998

JOHN W. RANDOLPH  
MAYER & KENNEDY  
1675 PALM BEACH LAKES BLVD., SUITE 700  
WEST PALM BEACH, FL 33401

SUBJECT: ROSENBERG FAMILY INVESTMENT CO., LTD.  
Ref. Number: A98000000679

We have received your document for ROSENBERG FAMILY INVESTMENT CO., 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 check submitted must be made payable to the Secretary of State.

Are you deleting, adding or what? Do you want to add Rosenberg Holdings, Inc. to the list of partners or is Rosenbert Holdings, Inc. going to be the only 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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 798A00050987

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
ROSENBERG FAMILY INVESTMENT CO., LTD.**

Effective Date: January 1, 1999

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on March 11, 1998, adopts the following Certificate of Amendment to its certificate of limited partnership:

**FIRST:** Amendment(s): (Indicate Article Number(s) being amended, added, or deleted)

NAME OF GENERAL PARTNER(S)  
098000086539  
Rosenberg Holdings, Inc.  
sole general partner

SPECIFIC ADDRESS  
5258 Linton Blvd., Suite 303, Delray  
Beach, FL

**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.

GARY J. ROSENBERG AND JENNIFER  
OKATY-ROSENBERG, AS TENANTS  
BY THE ENTIRETY

GARY J. ROSENBERG

JENNIFER OKATY-ROSENBERG

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

ROSENBERG HOLDINGS, INC.

By: GARY J. ROSENBERG, ITS PRESIDENT

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FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA