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July 16, 1998

Secretary of State of Florida
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 20 AM 11:43

Re: Gardens Commercial Holdings, Ltd.

300002593163-2
-07/20/98-01083-002
*****87.50 *****87.50

Gentlemen:

Enclosed herewith is the original Certificate of Amendment to Certificate of Limited Partnership and Statement of Change of Registered Office and Registered Agent for the above-named Florida Limited Partnership, for filing with your office

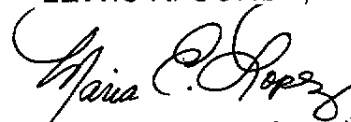
Also enclosed is a check in the amount of \$87.50 representing payment of the following:

Filing Fee:
Certificate of Amendent - \$52.50
Statement of Change - \$35.00
\$87.50

Thank you for your prompt attention to this matter.

Sincerely,

LEWIS R. COHEN, P.A.



Maria E. Lopez, Legal Assistant to
Lewis R. Cohen, Esq.

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

618-864

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
GARDENS COMMERCIAL HOLDINGS, LTD.**

Pursuant to the provisions of Fla. Stat. §620.109, this Florida limited partnership adopts the following amendment to its certificate of amendment:

FIRST: The name of the limited partnership is Gardens Commercial Holdings, Ltd.

SECOND: The certificate of limited partnership was filed on ^{April}~~March~~ 1, 1998.

THIRD: the certificate of limited partnership is amended as follows:

All existing Articles I, II, III, III, and IV are stricken and the attached Articles I through V are inserted in lieu thereof.

The nature of the amendments are the withdrawal of Onyx Capital Corporation as the sole general partner, the admission of Gardens Commercial Investments, Inc. as the new sole general partner, the change in the registered office and registered agent of the partnership, and the renumbering of the articles of the certificate of limited partnership

FOURTH: The date of each amendment's adoption is June 17th, 1998.

Signed on this 17th day of June, 1998.

GARDENS COMMERCIAL INVESTMENTS, LTD.


By: MARK J. LEEDS, Vice- President

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ARTICLE I - Name

The name of the Limited Partnership is **GARDENS COMMERCIAL HOLDINGS, LTD.**

ARTICLE II - Address

The street address of the principal office and mailing address of the Limited Partnership is c/o Lewis Cohen, 1399 SW First Avenue, Miami, FL 33130.

ARTICLE III - Registered Agent

The registered agent of this Limited Partnership shall be Lewis Cohen, Esq., 1399 SW First Avenue, Miami, FL 33130.

ARTICLE IV - Duration

The latest date upon which the Limited Partnership is to be dissolved is December 31st, 2048.

ARTICLE V - General Partner

The name and address of the general partner is:

GARDENS COMMERCIAL INVESTMENTS, INC.
c/o Lewis Cohen, Esq.
1399 SW First Avenue
Miami, FL 33130

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**STATEMENT OF CHANGE OF REGISTERED
OFFICE AND REGISTERED AGENT OF
OF
GARDENS COMMERCIAL HOLDINGS, LTD.**

Pursuant to the provisions of Fla. Stat. §620.1051, this Florida limited partnership changes its registered office and registered agent as follows:

FIRST: The name of the limited partnership is Gardens Commercial Holdings, Ltd.

SECOND: The certificate of limited partnership was filed on ^{April 1}~~March~~ __, 1998.

THIRD: The street address of the present registered office is:

560 NW 165th Street Road, Suite 300
Miami, FL 33169

FOURTH: The new street address of the registered office is:

c/o Lewis Cohen, Esq.
1399 SW First Avenue
Miami, FL 33130

FIFTH: The name of the present registered agent is Paul Fraynd, whose address is 560 NW 165th Street Road, Suite 300, Miami, FL 33169.

SIXTH: The name of the new registered agent is Lewis Cohen, Esq., 1399 SW First Avenue, Miami, FL 33130.

SEVENTH: Such change was authorized by the sole general partner.

Signed on this 19th day of June, 1998.

GARDENS COMMERCIAL INVESTMENTS, INC.
The sole general partner


By: MARK J. LEEDS, Vice-President

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CERTIFICATION OF DESIGNATION OF REGISTERED
AGENT OF GARDENS COMMERCIAL HOLDINGS, LTD.

PURSUANT TO THE PROVISIONS OF Fla. Stat. § 620.105, the undersigned, having been named as Registered Agent and to accept service of process for the above stated Limited Partnership at 1399 SW First Avenue, Miami, FL 33130, hereby accepts the appointment as Registered Agent and agrees to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as Registered Agent.



Lewis Cohen

6/17/98

Date

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