

A980000012 ^{File 2nd}

FILING COVER SHEET

REFERENCE: 0163.2533

DATE: 5-18-98

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET 900002526729-6

-05/18/98-01032-017

TALLAHASSEE, FL 32301 *****52.50 *****52.50

TELEPHONE: 222-1173

SUBJECT: TWC Fifty-Four, Ltd.

STATE FEES PREPAID WITH CHECK # 2505 FOR \$ 52.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY 18 PM 3:18

52 MAY 19 AM 10:54

SEARCHED INDEXED
SERIALIZED FILED

PLEASE FILE:

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INC. | <input checked="" type="checkbox"/> AMENDMENT | <input type="checkbox"/> DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> QUALIFICATION | <input checked="" type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> ANNUAL REPORT |
| <input type="checkbox"/> FICTITIOUS NAME | <input type="checkbox"/> LIMITED LIABILITY | <input type="checkbox"/> REINSTATEMENT |
| <input type="checkbox"/> TRADEMARK/SERVICE | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |

PROVIDE US WITH:

- CERTIFIED COPY CERTIFICATE OF STATUS

STAMPED COPY

Examiner's Initials

W.K.
5/18/98

CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP OF
TWC FIFTY-FOUR, LTD.

THE UNDERSIGNED hereby execute and swear to this Certificate of Amendment to the Certificate of Limited Partnership of TWC FIFTY-FOUR, LTD., a Florida limited partnership (the "Partnership"), pursuant to the Florida Revised Uniform Limited Partnership Act (1986), as amended, Florida Statutes § 620.109.

1. Name of Partnership. The name of the Partnership is TWC FIFTY-FOUR, LTD. (Florida Document No. A98000001212).

2. Date of Filing of Certificate of Limited Partnership. The Partnership filed its Certificate of Limited Partnership (the "Certificate") with the Florida Department of State on May 14, 1998.

3. Amendment to the Certificate of Limited Partnership. Paragraph 3 of the Certificate is hereby amended by deleting the current Paragraph 3 in its entirety and substituting the following in lieu thereof:

"3. Name and Business Address of the General Partner.

The name and address of the General Partner is as follows:

Name:

9800004600

Address:

TWC FIFTY-FOUR, INC.,
a Florida corporation

6200 Courtney Campbell Causeway
Suite 600
Tampa, Florida 33607"

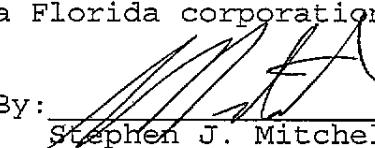
98 MAY 18 PM 3:18
DIVISION OF SECRETARY OF STATE
FILED CORPORATION

DATED effective the 15th day of May, 1998.

GENERAL PARTNER (WITHDRAWING):

TWC INVESTMENT COMPANY,
a Florida corporation

By:


Stephen J. Mitchell
Assistant Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 PM 3:18

GENERAL PARTNER (SUCCESSOR):

TWC FIFTY-FOUR, INC., a Florida
corporation

By:


Stephen J. Mitchell
Assistant Secretary

1088-001-0509564.01