

A98000001212 ^{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
TALLAHASSEE, FL 32301 -05/18/98--01032--017
*****52.50 *****52.50
TELEPHONE: 222-1173
SUBJECT: TWC Fifty-Four, Ltd.

STATE FEES PREPAID WITH CHECK # 2505 FOR \$ 52.50

PLEASE FILE:

() ARTICLES OF INC. (X) AMENDMENT () DISSOLUTION
() ANNUAL REPORT () MERGER () WITHDRAWAL
() QUALIFICATION (X) LIMITED PARTNERSHIP () ANNUAL REPORT
() FICTITIOUS NAME () LIMITED LIABILITY () REINSTATEMENT
() TRADEMARK/SERVICE () UCC-1 () UCC-3

PROVIDE US WITH:

() CERTIFIED COPY () CERTIFICATE OF STATUS (X) STAMPED COPY

Examiner's Initials

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

DEPARTMENT OF REVENUE

98 MAY 18 AM 10:54

BK
5/18/98

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

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

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:

TWC FIFTY-FOUR, INC.,
a Florida corporation

Address:

6200 Courtney Campbell Causeway
Suite 600
Tampa, Florida 33607"

DATED effective the 15th day of May, 1998.

GENERAL PARTNER (WITHDRAWING):

TWC INVESTMENT COMPANY,
a Florida corporation

By: 

Stephen J. Mitchell
Assistant Secretary

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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