

A98000001400

VEM Properties, Inc.
8254 NW 14th Street
Miami, Florida 33126

August 25, 1998

Mrs. Gretchen S. Harvey
Document Specialist Supervisor
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

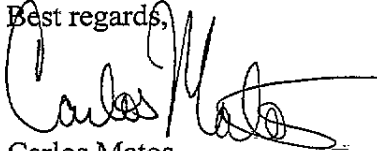
100002626281--5

Dear Gretchen:

Enclosed please find an Amendment to Certificate of Limited Partnership for VM Properties, L.P., and a copy of your letter dated August 20, 1998. Please have the Amendment filed as soon as possible and send me the file stamped copy to the address indicated above. Please call me with any questions at (305) 970-3011.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 31 AM 9:44

Best regards,


Carlos Matos

Name	A98000001400	
Availability	A98000001400	
Document Examiner	GSH	
Updater	GSH	
Updater Verifyer	GSH	
Acknowledgement	GSH	
W. P. Verifyer	GSH	



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 20, 1998

Glee Triplett, Esquire
16 Blackland Road, N.W.
Atlanta, GA 30342

SUBJECT: VM PROPERTIES, LP
Reference: A98000001400

Dear Mr. Triplett:

~~The purpose of this letter is to inform you that due to an oversight on the part of the document examiner, the documents submitted to form the above referenced Florida limited partnership were accepted and filed in error.~~

As you can see by the enclosed computer printout, the name of your limited partnership was not and is not distinguishable from the name of a preexisting corporation. Therefore, we are enclosing the form and instructions to file a name change amendment.

Please note that the \$52.50 filing fee for the name change amendment will be abated due to the clerical error on our part. Furthermore, a certified copy of the name change amendment will be returned to you free of charge.

Unfortunately, there is one other filing discrepancy that must be corrected. Pursuant to section 620.108(1)(c), Florida Statutes, all non-individuals serving in the capacity of a general partner of a Florida limited partnership must be organized or otherwise registered with this office. Our records indicate VM INCORPORATED is not. Therefore, we are enclosing the appropriate form and instructions for registering the corporate general partner to do business here in this state. Please note that its name is also unavailable for use in Florida. Consequently, we are enclosing the appropriate form for the corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 31 AM 9:14

Glee Triplett, Esquire
Page Two
August 20, 1998

to adopt an alternate name for use in this state. Please be sure to include this form when you submit your documents for filing.

Please be sure to return these documents to my attention. A self-addressed envelope is enclosed for your convenience.

Although the Division of Corporations strives to provide you, the public of the state of Florida, with the friendly, accurate and professional service you deserve, we sometimes fall short of this goal. Please accept our sincere apology for this oversight.

Should you have any questions regarding the availability of a particular name or the filing of your documents, please do not hesitate to call me at (850) 487-6917.

Sincerely,

~~(Mrs.) Gretchen S. Harvey~~
~~Document Specialist Supervisor~~
Registration Section
(850) 487-6917

GSH/blt

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 31 AM 9:44

**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP FOR
VM PROPERTIES, LP**

The Certificate of Limited Partnership for VM PROPERTIES, ~~Ltd.~~ a Florida limited partnership (the "Partnership"), filed with the Secretary of State of the State of Florida on June 5, 1998, under file number A98000001400, is hereby amended as follows:

The name of the Partnership is hereby amended to read:

3475 NW 114th Ave., ~~Ltd.~~

1. The business address of the Partnership is hereby amended to read:

VEM Properties, Inc.
8254 NW 14th Street
Miami, Florida 33126

2. The name of the Registered Agent for service of process for the Partnership is hereby amended to read:

VEM Properties, Inc.
8254 NW 14th Street
Miami, Florida 33126

3. The undersigned hereby accepts the appointment as the Registered Agent for service of process for the Partnership:

VEM Properties, Inc.

By: 

Victor Matos, President

4. The mailing address for the Partnership is the same as the business address of the Partnership.

5. The name and address of the sole General Partner of the Partnership is as follows:

VEM Properties, Inc. ✓
8254 NW 14th Street
Miami, Florida 33126

798000053081

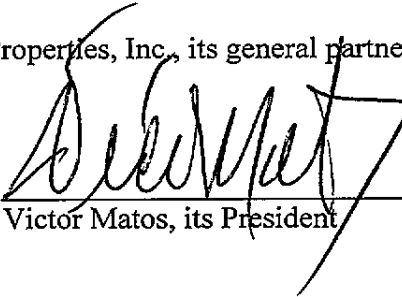
FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 AUG 31 AM 9:44

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

IN WITNESS WHEREOF, the undersigned has executed this Amendment to Certificate of Limited Partnership this 25th day of August, 1998.

3475 NW 114th Ave., Ltd.

By: VEM Properties, Inc., its general partner

By: 
Victor Matos, its President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 31 AM 9:44