HINES NORMAN & ASSOCIATES, P.L.

ATTORNEYS AT LAW

JAMES P. HINES RANDY MILLER CHRISTOPHER H. NORMAN JAMES P. HINES, JR. STEPHEN C. SULLIVAN

HYDE PARK PROFESSIONAL CENTER 315 S. HYDE PARK AVENUE TAMPA, FLORIDA 33606

TAXATION CORPORATION & BUSINESS LAW ESTATE PLANNING & ADMINISTRATION

(813) 251-8659 FAX (813) 254-6153

May 17, 2000

Florida Department of State Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314

Re:

BAYMEN DIVERSIFIED HOLDINGS, LTD. A98000002242

Dear Sir/Madam:

Enclosed please find an original and one copy of a Certificate of Amendment to the Certificate of Limited Partnership of BAYMEN DIVERSIFIED HOLDINGS, LTD., a Florida Limited Partnership along with our check in the amount of 52.50 for the filing fee.

Please file the original Certificate and return the copy to us. We appreciate your assistance in this matter.

Very truly yours,

Stephen C. Sullivan

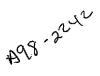
SCS:cn Enclosures

Lawrence Keim

Check \$52.50

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF

BAYMEN DIVERSIFIED HOLDINGS, LTD., a Florida Limited Partnership



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 September 28, 1998, adopts the following certificate of amendment to its certificate of limited partnership.

1.

Article (c) of the Certificate of Limited Partnership is hereby amended to read as follows:

(c) The name and business address of the general partner of the Partnership is:

Elan Management, LLC (Doc. No. L99000001405) 1315 Oxmoor Court Valrico, Florida 33594

2.

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

IN WITNESS WHEREOF, this Certificate of Amendment to Certificate of Limited Partnership has been executed by the undersigned general partner of the Partnership, this 76 day of April 2000.

Current General Partner

Lawrence P. Keim Revocable Trust

lawrence J. Reim, Trustee

New General Partner

ELAN MANAGEMENT, LLC

Lawrence J. Keim, Trustee of the
Lawrence J. Keim, Trustee of the
Lawrence J. Keim, Revocable Trust, Member