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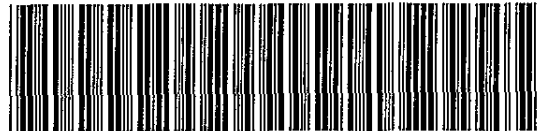
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STUART
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April 1, 2004

Department of State
Division of Corporations
Registration Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: Lapres-Wallace Group, Ltd.


Dear Sir/Madam:

I enclose the 2004 Limited Partnership Annual Report, together with a check made payable to the Florida Department of State in the amount of \$437.50 to cover the fee for the same.

I have also enclosed a Certificate of Amendment to the Certificate of Limited Partnership of Lapres-Wallace Group, Ltd., together with a check made payable to the Florida Department of State in the amount of \$52.50 for the filing fees for this document. Please notify me in writing once you have completed the filing process for this Amendment. I have enclosed a self-addressed, stamped envelope for your convenience.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Daniel J. Probst

DJP/cl

Enclosures


cc: Mr. John R. Wallace
Mr. Stephen G. Wallace
Ms. Barbara W. Moschella
Ms. Susan W. Goetzman

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
LAPRES-WALLACE GROUP, LTD.**

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on October 13, 1998, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Paragraph 3 is amended to read, "3. The name of the Registered Agent for Service of Process is **JOHN R. WALLACE.**"

SECOND: Paragraph 4 is amended to read, "4. The street address for the Registered Agent is 10110 Hunt Club Lane, Palm Beach Gardens, Florida 33410."

THIRD: Paragraph 5 is amended to read, "5. The signature required to accept designation as Registered Agent for Service of Process: ."
JOHN R. WALLACE

FOURTH: Paragraph 6 is amended to read, "6. The mailing address for the Limited Partnership is 10110 Hunt Club Lane, Palm Beach Gardens, Florida 33410."

FIFTH: Paragraph 8 is amended to read, "8. The name and street address of the general partners are:

JOHN R. WALLACE
10110 Hunt Club Lane
Palm Beach Gardens, Florida 33410

SUSAN W. GOETZMAN
12914 Cinnamon Place
Tampa, Florida 33624

STEPHEN G. WALLACE
Summit Communications Mgt. Corp.
The Pilot House
Lewis Wharf
Boston, Massachusetts 02110

BARBARA W. MOSCHELLA
15012 Native Dancer Road
N. Potomac, Maryland 20878."

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

SEVENTH: Signatures

Signatures of current general partners:



JOHN R. WALLACE



SUSAN W. GOETZMAN

Signatures of new general partners:



JOHN R. WALLACE



SUSAN W. GOETZMAN

Signature of new general partner:


STEPHEN G. WALLACE

Signature of new general partner:


BARBARA W. MOSCHELLA