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Account Name : LEVINE & PARTNERS, P.A.
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LIMITED PARTNERSHIP AMENDMENT

RIVERS EDGE II, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	03
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 28, 1999

LEVINE & PARTNERS, P.A.

SUBJECT: RIVERS EDGE II, LTD.
REF: W99000024877

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The new General Partner must be registered with our office.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

FA# H990000272569

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
RIVERS EDGE II, LTD.,
A FLORIDA LIMITED PARTNERSHIP

In accordance with Section 620.101 of the Florida Statutes the undersigned, desiring to amend the Certificate of Limited Partnership (the "Certificate") and the Agreement of Limited Partnership for the above-named Florida limited partnership (the "Partnership"), hereby certify as follows:

1. NAME. The name of the Partnership is RIVERS EDGE II, LTD.
2. FILING OF CERTIFICATE. The Certificate was filed on October 19, 1998 with the Florida Department of State. The Document Number is A98000002385.
3. AMENDMENT. The Certificate is hereby amended as follows:
 - a. RIVERS EDGE II, INC., a Delaware corporation (Document No. F99000005652), shall be the sole general partner of the Partnership from and after the date hereof.
 - b. The principal address and the mailing address of RIVERS EDGE II, INC., a Delaware corporation is: 3250 Mary Street, Suite 306, Miami, Fl. 33133.

Alan W. Levine, Esq.
Levine & Partners, P.A.
1110 Brickell Avenue, 7th floor
Miami, Florida 33131
Telephone: (305) 372-1350
Florida Bar Number: 0866822

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c. The principal office and mailing address of the Partnership is: 7826 Cooper Road, Cincinnati, Ohio 45242.

d. The address of the registered office and name of the registered agent for service of process required to be maintained by F.S. 620.105 is: Gregory K. McGrath, 4561 Gulf of Mexico Drive #101, Longboat Key, Florida 34228.

4. The foregoing Certificate of Amendment was adopted by the general partner of the Partnership, and has been executed by the withdrawing general partner and the substitute general partner. This Amendment is effective upon complete execution of this Certificate of Amendment, provided it is subsequently filed for record at the office of the Department of State of Florida, and upon such execution, this Amendment shall be deemed complete and such Certificate of Amendment shall become a provision of the Partnership Agreement and of the Certificate of Limited Partnership.

WITNESS our hands and seals this 27th day of October, 1999.

WITHDRAWING GENERAL PARTNER:

STYLES HOLDINGS II, INC., a Florida corporation

By: [Signature]
Name: Paul C. Steinfurth
Title: President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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[Signature]
Carol Ogden

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 27th day of October, 1999 by Paul C. Steinfurth, President of Styles Holdings II, Inc., a Florida corporation, and he acknowledged executing the same in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation. He is personally known to me.

[Signature]
Notary Public, State of Florida

My Commission Expires:

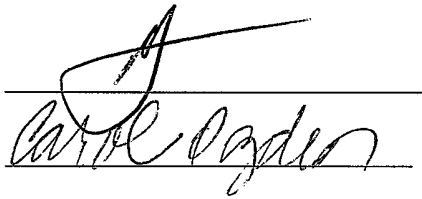
FA#: H990000272569




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SUBSTITUTED GENERAL PARTNER:

RIVERS EDGE II, INC., a Delaware
corporation



By: 
Name: Paul C. Steinfurth
Title: President

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 27th day of October, 1999 by Paul C. Steinfurth, President of Rivers Edge II, Inc., a Delaware corporation and he acknowledged executing the same in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation. He is personally known to me.


Notary Public, State of Florida

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CLERK OF STATE
TALLAHASSEE, FLORIDA

My Commission Expires: 4-6-00



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