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Admitted in Florida (No. 777943)
and Ohio (No. 0018510)

August 24, 1999

-08/25/99--01068--

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

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Re: American Future Ltd.

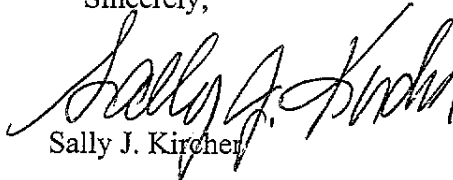
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Dear Sir:

Enclosed is an original and a copy of an Amendment to the Certificate of Limited Partnership filed by American Future Ltd. indicating that, as of September 1, 1999 the Limited Partner, American Future Value Corporation, will be dissolved and listing the new limited partners who will succeed, as of September 1, 1999, to the interest of the dissolved Limited Partner, American Future Value Corporation. Also enclosed is a check in the amount of \$52.50 to cover the cost of filing this Amendment. Please return the copy of the Amendment to the Certificate of Limited Partnership to me in the enclosed prepaid, self-addressed Priority Mail envelope.

Thank you for your cooperation in this matter. If you have any questions, please contact me.

Sincerely,


Sally J. Kircher

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DIVISION OF CORPORATIONS
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**AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF
AMERICAN FUTURE LIMITED**

We, the undersigned general partner of American Future Ltd. hereby amend the Certificate of Limited Partnership of American Future Ltd. filed on July 19, 1999 to be effective August 1, 1999, in the office of the Florida Secretary of State for the following reasons and in the following manner:

1. The Limited Partner of American Future Value Ltd., American Future Value Corporation, filed Articles of Dissolution with the Florida Secretary of State which dissolution will be effective September 1, 1999. Pursuant to a plan of liquidation approved by the Board of Directors of American Future Value Corporation, American Future Value Corporation's Limited Partnership interest in American Future Ltd. will be distributed to the shareholders of American Future Value Corporation who, effective September 1, 1999, will each become Limited Partners in American Future Ltd. The Capital Contribution of the Limited Partners has not changed.
2. The names and addresses of the new Limited Partners are as follows:

<i>Name</i>	<i>Address</i>
Ricardo Mejias	7445 Carriage Side Ct. Jacksonville, FL 32256
Steve Cook	2575 S. Basyshore Dr. Number 8A Miami, FL 33133
Ricardo Mejias Jr.	10015 SW 82nd Terrace Miami, FL 33173
Robert J. Thomas	8870 SW 83rd St. Miami, FL 33156
Dr. Robert H. Thomas	8767 SW 89 Lane Miami, FL 33156
Brian W. Thompson	2001 Hodges Blvd. #1108 Jacksonville, FL 32224
Melinda Leigh McDonald	2338 Indian Spring Dr. Jacksonville, FL 32246
Carlos Mendiola	7915 Camino Circle Miami, FL 33143

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Alan J. Smith

7625 SW 118 St.
Pinecrest, FL 33156

Lori Boynton

3. This certificate of amendment will take effect, and the facts stated in it will be true, on September 1, 1999.

Ricardo Mejias, Inc.
General Partner of American Future Ltd.



by: Ricardo Mejias, President
Ricardo Mejias, Inc.

Date: 8-22-1999

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