

A 99000001228

International
Realty
Consultants, Inc.

"We Know Naples"

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

Contact: Don Whinnery Direct Line: (941) 213 4012 E-Mail: dwhinnery@inter-realty.com

Naples, 1/18/02

RE: U.S. Capital Partners, Ltd.

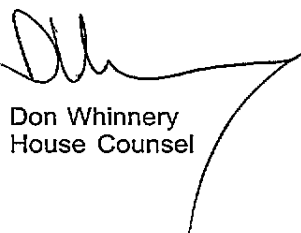
A 99-1228

Dear Sir/Madam,

Enclosed please find a Certificate of Amendment to Certificate of Limited Partnership for the above referenced limited partnership and our check for the filing fee in the amount of \$52.50. Please file the certificate and return a letter of acknowledgement. Thank you for your assistance.

Best regards,

International Realty Consultants, Inc.


Don Whinnery
House Counsel

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
U.S. CAPITAL PARTNERS I., LTD.**

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 July 28, 1999, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment: Article 8 is amended to read as follows:

L-11735

The name of the General Partner is U.S. Investment, L.L.C., a Florida limited liability company, with an address of 4901 Tamiami Tr. N., Naples, FL 34103.

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

THIRD: Signature of current General Partner:

Gulf Shore Investments, Inc.,
a Florida corporation

By: 
Rainer N. Filthaut, its President

Signature of new General Partner:

U.S. Investment, L.L.C.,
a Florida limited liability company

By: Gulf Shore Investments, Inc.,
a Florida corporation

By: 
Rainer N. Filthaut, its President

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