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HARRY K. BENDER
GEORGE C. BENDER
JAMES R. CHANDLER, III

Sarasota

REPLY TO: _____

March 21, 2000

Secretary of State
Division of Corporations
P.O. Box 6827
Tallahassee FL 32314

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RE: Amendment to Certificate of Limited Partnership of Plaza Properties Limited

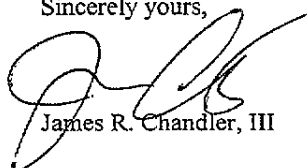
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Ladies and Gentlemen:

Enclosed please find the amendment to the Certificate and Articles of Limited Partnership and Affidavit of Capital Contributions of Plaza Properties Limited. We also enclose our check in the amount of \$105.00 in payment of the \$52.50 fee for the filing of this amendment to the Certificate of Limited Partnership and in further payment of your fee for providing us with a certified copy of such amendment to the certificate.

If you should have any questions of problems concerning this matter please do not hesitate to give us a call.

Sincerely yours,


James R. Chandler, III

JRC/ps

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDMENT TO CERTIFICATE OF ARTICLES OF LIMITED PARTNERSHIP AND
AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF PLAZA PROPERTIES LIMITED**

This amendment to the Affidavit and Articles of Limited Partnership and Affidavit of Capital Contributions of Plaza Properties Limited is made as of this 10th day of February, 2000 between James R. Chandler, III, Marc Forlenza, Rafael Gonzalez and Nicholas Bonfrere ("General Partners") and Ed Meyer, as Trustee of the Edward J. Meyer Revocable Trust and Jan Meyer, as Trustee of the Janet L. Meyer Revocable Trust, as Initial Limited Partners, and Kay Chandler, Terry Chandler and James R. Chandler, III as Trustee of the Mildred L. Chandler Q-Tip Marital Shelter Trust established under the Last Will and Testament of Mildred L. Chandler, deceased, dated August 24, 1983 as additional Limited Partners who collectively together with Ed and Jan Meyer as Trustee of their respective trusts, are sometimes referred to as the "Limited Partners" herein. The General Partners and Limited Partners are herein sometimes referred to collectively as the "Partners". The parties desiring to amend the Certificate and Articles of Limited Partnership and Affidavit of Capital Contributions of Plaza Properties Limited hereby state as follows:

- A. The name of the limited partnership is Plaza Properties Limited.
- B. The date of filing of the original certificate and articles of limited partnership and affidavit of capital contributions of Plaza Properties Limited was August 31, 1999 and such articles were given a document number of A99000001424.
- C. All articles of the original Certificate and Articles of Limited Partnership and Affidavit of Capital Contributions of Plaza Properties Limited, not otherwise amended as hereinafter provided shall remain in full force and effect.
- D. Article IV shall be amended in its entirety to provide as follows:

Article IV

Names, Addresses, Contributions and Participation of Partners and Affidavit of Capital Contributions

1. The names and addresses of the General Partners are as follows: James R. Chandler, 3851 Tangier Terrace, Sarasota, Florida 34238, Marc Forlenza, 108 Sunrise Drive, Nokomis, Florida 34275, Rafael Gonzalez, 3185 Novus Court, Sarasota, Florida 34238 and Nicholas Bonfrere, 7535 Calle Facil, Sarasota, Florida 34238. The initial amount contributed by the General Partners shall be a total of \$75,000, twenty thousand dollars by Marc Forlenza, \$20,000 by Nicholas Bonfrere, \$20,000 by James R. Chandler and \$15,000 by Rafael Gonzalez.
2. The names, addresses and amount contributed or to be contributed by the Limited Partners are as follows:

<u>Initial Limited Partner</u>	<u>Address</u>	<u>Initial Contribution</u>
Ed Meyer as Trustee of the Edward J. Meyer Revocable Trust	7503 Calle Facil Sarasota FL 34238	\$125,000
Jan Meyer as Trustee of the Janet L. Meyer Revocable Trust	7503 Calle Facil Sarasota FL 34238	\$125,000
<u>Subsequently Admitted Limited Partners</u>	<u>Address</u>	<u>Initial Contribution</u>

Kay Chandler	1603 Starling Drive Sarasota FL 34231	\$37,500
Terry Chandler	3851 Tangier Terr. Sarasota FL 34239	\$37,500
James R. Chandler, III As Trustee of the Mildred L. Chandler Q-Tip Marital Trust	1834 Main Street Sarasota FL 34236	\$37,500

Total capital contributed by the Limited Partners is therefore \$362,500 which, together with the \$75,000 contributed by the General Partners, results in total contributed capital by all partners of \$437,500.

3. Nothing in this agreement shall require any Limited Partner to make capital contributions in excess of the aforesaid amounts which have been made by each of the Limited Partners, prior to their execution hereof.
4. In return for such capital contributions, each of the partners shall receive the following participation interest in the partnership's assets and income:

Limited Partners:

Ed Meyer, as Trustee of the Edward J. Meyer Revocable Trust	16 2/3%
Jan Meyer, as Trustee of the Janet L. Meyer Revocable Trust	16 2/3%
Kay Chandler	5%
James R. Chandler, as Trustee of the Mildred L. Chandler Q-Tip Marital Trust	5%
Terry Chandler	5%

General Partners:

Marc Forlenza	13 8/9%
Nicholas Bonfrere	13 8/9%
James R. Chandler, III	13 8/9%
Rafael Gonzalez	10%

5. The liability of any Limited Partner for any debts or obligations of or to the Partnership at any time shall be limited to the amount then contributed by him to the capital of the Partnership and his share in the undistributed net profits.

- E. Article XV is hereby amended in its entirety to provide as follows:

Article XV

Allocation of Net Income, Net Losses and Distributions

Net profits or net losses, whether as a result of the operations of the business or as a result of any sale or other total disposition of the property of the partnership shall be allocated to the partners in proportion to their respective participation percentages set forth in Article V hereof.

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 TALLAHASSEE, FLORIDA

After providing for the satisfaction of the partnership's current debts and obligations, the partnership will distribute cash from operations as expeditiously as possible after the end of each calendar year (or at such more frequent intervals as the General Partners in their discretion may elect) to the extent available to the Partners in proportion to their respective participation percentages set forth in Article V hereof.

Upon the dissolution or winding up the affairs of the partnership, the assets of the partnership will be distributed as follows:

- a. First to the payment of debts and liabilities of the partnership and the expenses of liquidation;
- b. To the setting up of such reserves as the person required by law to wind up the partnership's affairs may reasonably deem necessary for any contingent liabilities or obligations of the partnership, provided that any such reserve shall be paid by such person to an independent escrow agent, who will hold the reserves for a period that he deems advisable, for the purposes of applying the reserves to the payment of such liabilities or obligations, and, at the end of expiration of such period, the balance of such reserves, if any, shall be distributed as is hereinafter provided; and
- c. Thereafter, to the partners, in accordance with the respective positive capital account balances of the partners, as determined by taking into account all capital account adjustments required by this agreement or by law;
- d. To the partners in proportion to their respective participation percentages set forth in Article V hereof.

Notwithstanding the foregoing, the Limited Partners shall be entitled to an annual priority allocation of profit and distributions equal to 10% of the amount of their capital contributions, which priority rights shall be cumulative, such that if in any one year the Limited Partners do not receive a full 10% distribution owing to a lack of cash available for distribution, then such deficit shall be carried over for payment in the following year(s).

IN WITNESS WHEREOF, we, and each of us, have signed this Certificate this 10th day of February, 2000.

GENERAL PARTNERS:

Witness

Paullette Stuebel

MARC FORLENZA, GENERAL PARTNER

Rafael

RAFAEL GONZALES, GENERAL PARTNER

[Signature]

Witness

Paulette Strules

Witness

[Signature]

NICHOLAS BONFRERE, GENERAL PARTNER

[Signature]

Witness

Paulette Strules

Witness

[Signature]
JAMES R. CHANDLER, III, GENERAL PARTNER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Michael E. Syatny

Witness

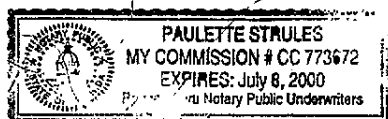
Paulette Strules

Witness

STATE OF FLORIDA
COUNTY OF SARASOTA

SWORN TO AND SUBSCRIBED BEFORE ME, by MARC FORLENZA, who is personally known to me and whose name is subscribed to the within instrument, and acknowledges that he executed the same.

Paulette Strules
Notary Public



STATE OF FLORIDA
COUNTY OF SARASOTA

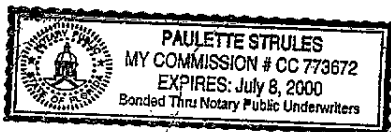
SWORN TO AND SUBSCRIBED BEFORE ME, by NICHOLAS BONFRERE, who is personally known to me and whose name is subscribed to the within instrument, and acknowledges that he executed the same.



Paulette Strules
Notary Public

STATE OF FLORIDA
COUNTY OF SARASOTA

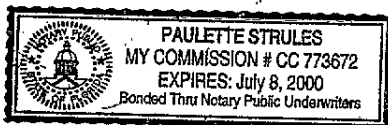
SWORN TO AND SUBSCRIBED BEFORE ME, by RAFAEL GONZALEZ, who is personally known to me and whose name is subscribed to the within instrument, and acknowledges that he executed the same.



Paulette Strules
Notary Public

STATE OF FLORIDA
COUNTY OF SARASOTA

SWORN TO AND SUBSCRIBED BEFORE ME, by JAMES R. CHANDLER, III, who is personally known to me and whose name is subscribed to the within instrument, and acknowledges that he executed the same.




Paulette Strules
Notary Public


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SECRETARY OF STATE


LIMITED PARTNERS:

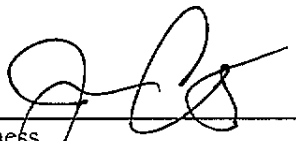
Edward J. Meyer
ED MEYER, as Trustee of the Edward J. Meyer
Revocable Trust, LIMITED PARTNER


Paulette Strules
Witness
Witness


Witness
Paullette Strules
Witness

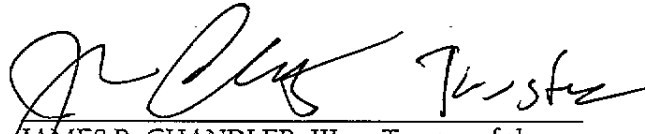

Witness
Paullette Strules
Witness



Witness
Paullette Strules
Witness


Witness
Paullette Strules
Witness


JAN MEYER, as Trustee of the Janet L. Meyer
Revocable Trust, LIMITED PARTNER


KAY CHANDLER, LIMITED PARTNER


JAMES R. CHANDLER, III, as Trustee of the
Mildred L. Chandler Q-Tip Marital Trust
LIMITED PARTNER


TERRY CHANDLER, LIMITED PARTNER

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