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July 17, 2002

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

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-07/22/02--01043--012
****105.00 ****105.00

**RE: Certificate of Amendment to Certificate of Limited Partnership
A99000001799 - Pearl Kay Family Limited Partnership**

Dear Sir or Madam:

Please find enclosed an *original* Certificate of Amendment to Certificate of Limited Partnership of the Pearl Kay Family Limited Partnership.

Also enclosed is a check for \$105.00 to cover the filing fee and for a certified copy of the Amendment.

Please return the certified copy to the undersigned at P.O. Box 823662, South Florida, FL 33082-3662. If you have any questions concerning the enclosed, please do not hesitate to contact me.

Sincerely,

Anthony T. Lepore, Esq.

ATL:ms

Enclosures

APPROVED
AND
FILED
02 JUL 22 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JP
7/23/02

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
PEARL KAY FAMILY LIMITED PARTNERSHIP
A Florida Limited Partnership**

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 November 1, 1999, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment: The Following Article 8 is added:

"8. In order to implement the decisions of the Partners and conduct the ordinary and usual day-to-day business and affairs of the Partnership, the GENERAL PARTNER shall have the right and power to manage and administer the day-to-day operations of the Partnership. By way of example and not limitation, The GENERAL PARTNER shall be authorized to:

(a) Engage such employees, agents, attorneys, accountants, consultants, businesses or other persons or entities as the General Partner may deem necessary or advisable;

(b) Take any actions reasonably necessary to maintain the business of the Partnership;

(c) Supervise and require the diligent performance of contracts related to the business and management of the Partnership;

(d) Negotiate and execute contracts for goods and services provided in the ordinary course of business to the Partnership;

(e) Administer the payment of all fees, costs and expenses incurred by or on behalf of the Partnership in the acquisition, development and management of the business of the Partnership;

(f) Enforce the rights of the Partnership against other parties;

(g) Defend and protect the Partnership;

(h) Open, maintain and close bank and other investment accounts; to draw checks and other orders for the payment of money; to invest in stocks, bonds, mutual funds and any other investment opportunity deemed appropriate by the General Partner.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(i) Do any act or execute any document on behalf of the Partnership as it deems necessary, convenient, incidental or appropriate to the furtherance of the business of the Partnership."

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: Pearl Kay
PEARL KAY

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