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To:

Florida Department of Revenue

Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

From: Private Capital Management, L.P.

New general partner - PCM Holdings, Inc.

Date: October 8, 2001

Re:

Certificate of Amendment to Application for Registration

Please find enclosed herewith a Certificate of Amendment to Application for Registration of the above named entity and a check in the amount of \$52.50 payable to the Department of State.

The contact person with regard to this filing and the name and address of the person to whom the acknowledgement should be addressed is:

Lisa K. Gallagher V.P. and General Counsel Private Capital Management, L.P. 8889 Pelican Bay Boulevard, Suite 500 Naples, Florida 34108-7512

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(941) 254-2527

Thank you.

Lisa K. Gallagher

CERTIFICATE OF AMENDMENT TO APPLICATION FOR REGISTRATION OF

Private Capital Management, L.P.		
(Insert name currently on file with Florida Dept, of State)		•
Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnershiphereby submits this certificate of amendment to its registration application:	p	
The registration application is amended as follows:		
To withdraw PCM-GP, Inc. as the general partner of the limited partner and to replace it with PCM Holdings, Inc., c/o Private Capital Management 8889 Pelican Bay Boulevard, Suite 500, Naples, Florida 34108-7512 as it general partner.		
(Signature of a General Partner)		
<u>oh</u> behalf of PCM Holdings, Inc. (Typed or printed name of General Partner signing above)		
STATE OF Flox, d A		-
COUNTY OF COllieR		
On this 8 day of October, 2001, hisA K. Galaster personally appeared before me,	у	
who is personally known to me		
whose identity I proved on the basis of	7 <u>8</u> 2	
Dema Palmo	TARY OF	FILED
(Notary Public Signature)	WIS.	
Wennya Holans	F 5	
(Notary's Printed Name)		

Seal



My Commission Expires: