



B95000000086

ACCOUNT NO. : 072100000032

REFERENCE : 786496 92077B

AUTHORIZATION :

COST LIMIT : \$ 52.50

Patricia Pizit

ORDER DATE : August 3, 2000

ORDER TIME : 10:53 AM

ORDER NO. : 786496-010

CUSTOMER NO: 92077B

300003346223--2

CUSTOMER: Drennen Whitmire, Esq
Fleming Haile & Shaw
Sixth Floor
450 Royal Palm Way
Palm Beach, FL 33480

FOREIGN FILINGS

NAME: SPARMERE ASSOCIATES, LTD.

 PROFIT
 NON-PROFIT

 CORPORATE
XX LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

[Handwritten signature]

RECEIVED
00 AUG -4 AM 11:32
DIVISION OF CORPORATION

00 AUG -7 AM 10:58
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 4, 2000

JANNA WILSON
CSC
TALLAHASSEE, FL

SUBJECT: SPARMERE ASSOCIATES, LTD.
Ref. Number: B95000000086

We have received your document for SPARMERE ASSOCIATES, LTD. and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

The new R.A. -- CORPORATION SERVICE COMPANY -- must sign a statement accepting the its appointment.

ALSO, the title of the document needs to be corrected. This is NOT a Massachusetts general partnership. It is a Massachusetts limited partnership.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 300A00042350

RESUBMIT

PLEASE GIVE ORIGINAL
ON DATE AS FILE DATE.
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 AUG -7 AM 9:59

RECEIVED

FILED
DIVISION OF CORPORATIONS
00 AUG -7 AM 10:58

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION OF
SPARMERE ASSOCIATES, LTD., a Massachusetts limited partnership**

Pursuant to the provision of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

The following general partners have withdrawn from the foreign limited partnership:

George J. Alai

25 Dogwood Trail
Randolph, NJ 07871

John M. Kane

380 Nahatan Street
Westwood, MA 02090

The sole general partner of the foreign limited partnership is as follows:

Joseph R. Bagby

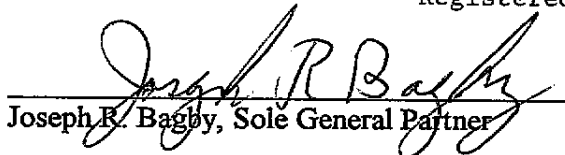
125 Brazilian Avenue
Palm Beach, FL 33480

The registered agent and registered office of the foreign limited partnership are hereby amended to be as follows:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301


Registered Agent

Laura R. Dunlap
Asst. V. Pres.


Joseph R. Bagby, Sole General Partner

STATE OF FLORIDA


)
)SS:

COUNTY OF PALM BEACH

)

The foregoing instrument was acknowledged before me this 1 day of August, 2000, by JOSEPH R. BAGBY. Such person is personally known to me or has produced a Florida driver's license as identification and did not take an oath.




NOTARY PUBLIC
Printed Name of Notary: _____
Commission No.: _____
Commission Expiration: _____