

B95006000280

Cover Letter

To: Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

From: Private Value Fund, L.P.

Date: September 10, 2001

Re: Certificate of Amendment to Application for Registration

800004583108--0
-09/11/01--01063--002
*****52.50 *****52.50

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

(941) 254-2527

Thank you.

Lisa K. Gallagher
Lisa K. Gallagher

FILED
01 SEP 11 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B95-260
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**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

Private Value Fund, 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 partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

To withdraw Private Capital Management, Inc. as the general partner of the limited partnership and to replace it with Private Capital Management, L.P., 8889 Pelican Bay Boulevard, Suite 500, Naples, Florida 34108-7512 as its new general partner.

Lisa K. Gallagher 801-10
(Signature of a General Partner)

on behalf of Private Capital Management, L.P.

(Typed or printed name of General Partner signing above)

STATE OF Florida

COUNTY OF Collier

On this 10 day of Sept., 2001, Lisa K. Gallagher personally appeared before me,

- who is personally known to me
 whose identity I proved on the basis of _____

Deanna Adams
(Notary Public Signature)

Deanna Adams
(Notary's Printed Name)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 SEP 11 PM 5:00

FILED

Seal



Deanna Adams
Commission # CC 953646
Expires Aug. 23, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

My Commission Expires:

8/23/04