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CR2E031(7/97)

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF
AT POOL, LTD.**

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:

- 1) Section 1 of the registration application is hereby deleted and is hereby replaced by the following:

"AGLP No.2 Limited Partnership"
(Name of Limited Partnership as it is in home state)

Signature of General Partner:

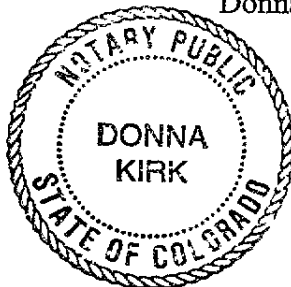
AMSTAR CAPITAL MANAGEMENT CORPORATION, a Colorado corporation

By: [Signature]
David B. Agnew, President

STATE OF COLORADO
CITY AND COUNTY OF DENVER

On this 28th day of January, 1999, personally appeared before me, David B. Agnew, President of Amstar Capital Management Corporation, a Colorado corporation, General Partner of AGLP No. 2 Limited Partnership, a Colorado limited partnership, who is personally known to me.

[Signature]
Notary Public, State of Colorado
Donna Kirk



My commission expires: 2/25/2001

FILED
99 FEB - 1 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA