

CARTERET MANAGEMENT CORPORATION

11300 FOURTH STREET NORTH
SUITE 200
ST. PETERSBURG, FL 33716-2940
PHONE: (727) 578-1174
FAX: (727) 579-0145

P98000094755

April 28, 2000

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

200003247642--4
-05/11/00--01015--034
****228.75 *****35.00

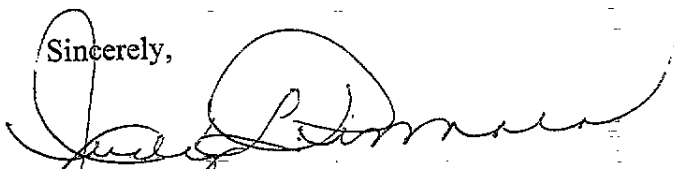
RE: Brookside Square, Ltd.
Document #A01311

Enclosed are the following:

1. 2000 Uniform Business Report (UBR)
2. Amendment to Certificate of Limited Partnership for Brookside Square, Ltd., amending Article IV to reflect a change in the general partner to Brookside Square General Partner, Inc.
3. Articles of Amendment to Articles of Incorporation of Brookside Square General Partnership, Inc., changing the name of the corporation to Brookside Square General Partner, Inc.
4. Check in the amount of \$228.75 to be allocated as follows:

Uniform Business Report	\$141.25
Certificate Amendment	52.50
Articles Amendment	35.00

Sincerely,


Judy L. Pennala, CLA

FILED
00 MAY -1 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

\$35.00-CF

rec.
5/1/00

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BROOKSIDE SQUARE GENERAL PARTNERSHIP, INC.**

FILED
00 MAY -1 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article I of the Articles of Incorporation is amended as follows:

ARTICLE I – Name

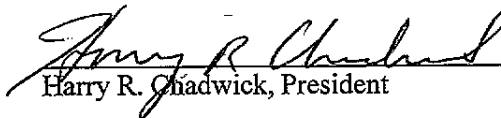
The name of this corporation is BROOKSIDE SQUARE GENERAL PARTNER, INC.

SECOND: ____ The date of this amendment's adoption is January 1, 2000.

THIRD: Adoption of Amendment: The Amendment was approved by the shareholders.
The number of votes cast for the amendment was sufficient for approval.

FOURTH: In all other respects the Articles of Incorporation shall remain unchanged.

Signed this 1st day of January, 2000.



Harry R. Chadwick, President