

Filing Fee: \$50.00



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND
02903-1335

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP

Handwritten notes: KC #55-132922

Be it Known to All by these Presents, That we, the undersigned, of.....
775 Longboat Club Road, Longboat Key Fl 34228

desiring to amend the Certificate of said partnership, under and by virtue of the power conferred by
Chapter 7-13-9 of the General Laws of Rhode Island hereby execute the following Certificate of
Amendment to its Certificate of Limited Partnership.

FIRST. The name of the Limited Partnership is.....

The Meiselman Real Estate Limited Partnership

SECOND. The date of the filing of the Certificate of Limited Partnership is.....

November 29, 1994

THIRD. The Certificate of Limited Partnership (as amended on.....

November 30, 1994),

(List all dates of amendment or omit if not applicable)

is amended as follows:

(Insert amendment)

See attached Amendment

(Over)

In Testimony Whereof, We have hereunto set our hands and stated our residences this
.....30..... day of November..... A.D. 19 94.....

Signature (s) of at least one general partner and by each other general partner(s) designated as a new general partner (s).

Rudy K. Meiselman

W. E. Meiselman

State of RHODE ISLAND }
County of PROVIDENCE } SC.

At PROVIDENCE in said county on the 30 day of NOVEMBER 19 94, before me personally appeared RUDY K. MEISELMAN, who being by me first duly sworn, declared that he/she is the GENERAL PARTNER of THE MEISELMAN REAL ESTATE LIMITED PART., that he/she signed the foregoing document as such GENERAL PARTNER of the corporation, and that the statements therein are true.

[Signature]
Notary Public
Exp. 6/13/95

FIRST AMENDMENT TO
THE MEISELMAN REAL ESTATE LIMITED PARTNERSHIP AGREEMENT

THIS FIRST AMENDMENT is made on NOVEMBER 30,
1994, to THE MEISELMAN REAL ESTATE LIMITED PARTNERSHIP
AGREEMENT ("the Agreement"), originally agreed to on
NOVEMBER 28, 1994.

PURPOSES:

The purpose of this Amendment is to amend Schedule A to indicate that RUDY K. MEISELMAN does, by this amendment, assign to the trustee of THE RUDY K. MEISELMAN RETAINED ANNUITY TRUST, all of his Limited Partnership Interest.

I.

Schedule A to the Agreement, as amended, shall read as follows:

SCHEDULE A

(AFTER THIS AMENDMENT)

PARTNERS AND PARTNERSHIP INTERESTS

General Partner	Partnership Interests	Capital Contributions
RUDY K. MEISELMAN 775 Longboat Key Road No. 603 Longboat Key, FL 34228	1 %	\$ 7,400

HOPE ELMORE MEISELMAN
775 Longboat Key Road
No. 603
Longboat Key, FL 34228

2 % \$ 14,800

Subtotal

3 % \$ 22,200

Limited Partners

RUDY K. MEISELMAN, Trustee
THE RUDY K. MEISELMAN RETAINED
ANNUITY TRUST, dated

97 % \$ 717,800

_____, 1994
775 Longboat Key Road
No. 603
Longboat Key, FL 34228

Subtotal

97 % \$ 717,800

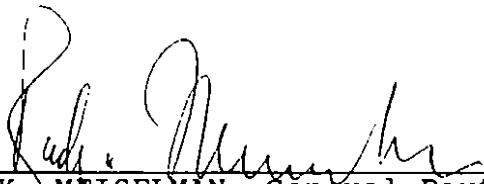
Total

100 % \$ 740,000

II.

All other provisions of the original agreement, as amended prior to the date of this Amendment, are hereby ratified and affirmed.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Agreement of Partnership, under seal, on the date written above.




RUDY K. MEISELMAN, General Partner and as
Trustee, Limited Partner (SEAL)

STATE OF RHODE ISLAND

CITY/COUNTY OF PROVIDENCE, to wit:

Sworn and acknowledged before me on November 30,
1994, by RUDY K. MEISELMAN, who is known to me, in my locality
noted above.



Notary Public

My commission expires 6/19/95.