

A030000000272

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Certificates of Status _____

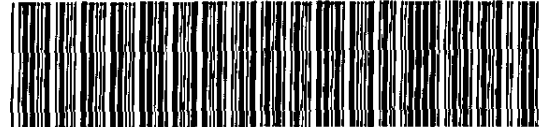
Special Instructions to Filing Officer:

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A03-272

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: St. Johns Phase 2 GP LLLP
(Name of Limited Partnership)

DOCUMENT NUMBER: H03000086835

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dawn Lombardo
(Name of Person)

Angelo, Barry and Banta, PA
(Firm/Company)

515 E Las Olas Blvd. #850
(Address)

Fort Lauderdale, FL 33301
(City/State and Zip Code)

For further information concerning this matter, please call:

Dawn Lombardo at (954) 766-9930
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$52.50 Filing Fee ☐ \$61.25 Filing Fee & Certificate of Status ☒ \$105.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$113.75 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**SECOND CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
ST. JOHNS PHASE 2 GP LLLP**

The undersigned, being the sole general partner of St. Johns Phase 2 GP LLLP, a Florida limited liability limited partnership, (the "Limited Partnership"), the Certificate of Limited Partnership of said Limited Partnership having been filed February 20, 2003 under Document No. A03000000272, as amended by Certificate of Amendment to Certificate of Limited Partnership having been filed March 21, 2003 under Document No. H03000086835, does hereby certify, attest and serve notice, pursuant to the provisions of Section 620.109 of the Florida Revised Uniform Limited Partnership Act, that Certain Certificate of Limited Partnership of the Limited Partnership is hereby amended as follows:

Paragraph 7.1 is deleted in its entirety and replaced with the following:

7.1 Notwithstanding anything to the contrary set forth in this Certificate of Limited Partnership, Paragraphs 7.1, 7.2, 7.3 and 7.4 herein shall apply and govern for so long as St. Johns Phase 2 Partners LLLP, a Florida limited liability limited partnership and St. Johns Phase 2 GP LLLP, a Florida limited liability limited partnership (collectively, the "Borrowers"), are obligors under that certain mezzanine loan (the "loan") in the original principal amount of \$14,496,504.10 made by Lehman Brothers Holdings Inc., d/b/a Lehman Capital, a division of Lehman Brothers Holdings Inc. ("Lender") to the Borrowers pursuant to that certain Loan Agreement dated on or about June 10, 2005 by and among Lender and the Borrowers (the "Loan Agreement"), as may be amended from time to time. When the Borrowers are no longer obligors under the Loan, Paragraphs 7.1, 7.2, 7.3 and 7.4 shall no longer remain in effect and shall be null and void; provided, that until such time, Paragraphs 7.1, 7.2, 7.3 and 7.4 shall govern over any provision in this Certificate of Limited Partnership.

All Partners of the Limited Partnership have approved and authorized this Second Certificate of Amendment to Certificate of Limited Partnership of St. Johns Phase 2 GP LLLP.

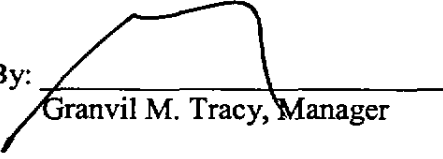
All other provisions of the Certificate of Limited Partnership of the Limited Partnership and the Certificate of Amendment to Certificate of Limited Partnership of the Limited Partnership remain in full force and effect and without any modification thereof.

[EXECUTIONS COMMENCE ON THE NEXT PAGE]

IN WITNESS WHEREOF, this Second Certificate of Amendment to Certificate of Limited Partnership of the Limited Partnership has been duly executed in the name of and on behalf of the sole general partner of the Limited Partnership as of the 10 day of June, 2005.

Sole General Partner:

ST. JOHNS SPE GP I LLC, a Florida
limited liability company

By: 

Granvil M. Tracy, Manager

Signature Page to the Second Certificate of Amendment to Certificate of Limited
Partnership of St. Johns Phase 2 GP LLLP]

Lender is signing this Second Certificate of Amendment to Certificate of Limited Partnership for the sole purpose of acknowledging its consent to this Second Certificate of Amendment to Certificate of Limited Partnership pursuant to Section 6.3 of the Loan Agreement dated as of March 12, 2003 among St. Johns Phase 2 GP LLLP, St. Johns Phase 2 Partners LLLP and Lehman Brothers Holdings Inc., as amended. By signing this Second Certificate of Amendment to Certificate of Limited Partnership, Lender (and any person signing on behalf of Lender) is not and will not become a partner, member, manager, officer or employee of the Limited Partnership or otherwise become a party to the Certificate of Limited Partnership, as amended.

LEHMAN BROTHERS HOLDINGS INC.

By: 
Name: F. Robert Brusco
Title: Authorized Signatory

[Signature Page to the Second Certificate of Amendment to Certificate of Limited Partnership of St. Johns Phase 2 GP LLLP]