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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION

SBB PARTNERS, LLLP

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**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SBB PARTNERS, LLLP
a Florida limited liability limited partnership
(Florida Document Number: A04000000437)**

This Certificate of Amendment is made by the undersigned sole general partner of SBB Partners, LLLP, a Florida limited liability limited partnership (the "Partnership"). The undersigned hereby certifies as follows:

1. The name of the Partnership is SBB Partners, LLLP.
2. The Certificate of Limited Partnership of the Partnership was originally filed with the Florida Secretary of State on March 17, 2004.
3. The Certificate of Limited Partnership is hereby amended by the inclusion of the following new Section 7:

"7. Single Purpose Entity. The Partnership intends to obtain a mortgage loan (the "Obligations") from City National Bank of Florida, its successors and/or assigns (the "Lender") in order to construct improvements to the Partnership's real property located at the northwest corner of US 1 and Elkcam Road, Port St. John, Brevard County, Florida (the "Property"). So long as the Obligations are outstanding, the Partnership shall:

(a) not have any purpose other than the acquiring, owning, improving operating, maintaining, leasing, selling, mortgaging, pledging and otherwise dealing with, the Property, and other lawful activities incidental thereto;

(b) not engage in any business other than the acquisition, ownership, improvement, operation, maintenance, leasing, selling, mortgaging, pledging and otherwise dealing with, the Property, and other lawful activities incidental thereto;

(c) not make any loans or advances to any person;

(d) not own a subsidiary and not acquire obligations or securities of its affiliates or any other person;

(e) pay its debts and liabilities (including, as applicable, shared personnel and overhead expenses) only from its own assets as the same shall become due;

(f) do all things necessary to observe organizational formalities and preserve its existence, and shall not amend, modify or otherwise change any of its organizational documents in any manner not permitted by the provisions of any of the loan documents

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evidencing and/or securing the Obligations (the "Loan Documents"), without the prior written consent of Lender;

(g) maintain all of its books, records, financial statements and bank accounts separate from those of any other person and shall file its own tax returns;

(h) be, and at all times shall hold itself out to the public as, a legal entity separate and distinct from any other entity, shall conduct business in its own name, shall not identify itself as a division or part of any other person and shall maintain and utilize a separate telephone number and separate stationery, invoices and checks;

(i) maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;

(j) not seek the dissolution, winding up, liquidation, consolidation or merger, in whole or in part, of the Partnership;

(k) not commingle the funds and other assets of the Partnership with those of any other person;

(l) maintain its assets in such a manner that it shall not be costly or difficult to segregate, ascertain or identify its individual assets from those of any other person;

(m) not hold itself out to be responsible for the debts or obligations of any other person and shall not assume, guarantee or pay the debts or obligations of any other person;

(n) prepare separate tax returns and financial statements, or if part of a consolidated group, then the Partnership shall be shown as a separate member of such group;

(o) allocate and charge fairly and reasonably any common employee or overhead shared with any other person;

(p) transact all business with affiliates on an arm's length basis;

(q) not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the consent of its General Partner and the affirmative vote of a majority in interest of its limited partners; and

(r) not amend Section 7 of this Certificate of Limited Partnership or amend the Limited Liability Limited Partnership Agreement of the Partnership in any manner relating to any of the provisions of Section 7 of this Certificate of Limited Partnership, without first obtaining approval of the Lender.

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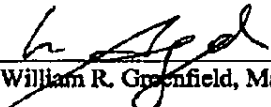
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Indemnification. Notwithstanding any provision hereof to the contrary, any indemnification obligation of the Partnership shall be fully subordinated to the Obligations and shall not constitute a claim against the Partnership in the event that cash flow is insufficient to pay the Obligations."

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the sole General Partner of the Partnership this 17th day of December, 2007.

SBB Equity, LLC,
a Florida limited liability company, General Partner

By: 

William R. Greenfield, Manager

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