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Division of Corporations
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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION

PALAFX LANDING, LTD.

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
PALAFOX LANDING, LTD.**

Pursuant to the provisions of Section 620.1202, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on August 5, 2005, adopts the following Certificate of Amendment to its Certificate of Limited Partnership.

SECTION I - AMENDMENT

GMN-Palafox, Inc., a Florida corporation, is hereby removed as a general partner of the limited partnership and the sole general partner of the limited partnership is, by virtue of this Certificate of Amendment, CEII Palafox, Inc., a Florida corporation.

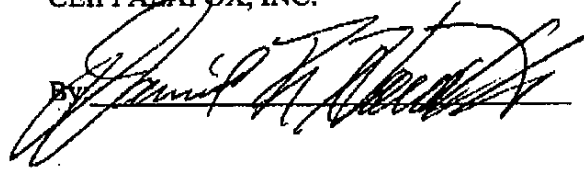
SECTION II - EFFECTIVE DATE

This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

Date: October 31, 2007.

General Partner:

CEII PALAFOX, INC.

BY: 

Dissociating General Partner:

GMN-PALAFOX, INC.

By: _____

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By: _____

Dissociating General Partner:

GMN-PALAFOX, INC.

By: 

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