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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 16 PM 4:42

FILED

March 12, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400002457864--9

Re: PD Partners and VRG-Marsh Associates, Ltd.

-03/16/98-01051-001
***\$207.50 ***\$105.00

Dear Sirs:

CM

Enclosed for filing are a Partnership Registration Statement for PD Partners, a general partnership, and a Certificate of Amendment to the Certificate of Limited Partnership of VRG-Marsh Associates, Ltd. Also enclosed is our check payable to the Department of State in the amount of \$207.50 to cover the filing fee and your charges for a certified copy of each of the filings.

If you have any questions, please call the undersigned at any time.

Very truly yours,


R. Leigh Duemler

Certificate of Amendment

to

Certificate of Limited Partnership

of

VRG-MARSH ASSOCIATES, LTD.

A94-416

Pursuant to the provisions of section 620.109, Florida Statutes, VRG-MARSH ASSOCIATES, LTD., a Florida limited partnership whose certificate was filed with the Florida Department of State on March 30, 1994, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Articles 2 through 5, inclusive, are amended to read as follows:

2. Office. The address of the Partnership's office is 1055 Grand isle Drive, Naples, FL 34108.

3. Statutory Agent. The name and address of the agent of the Partnership for service of process required to be maintained by section 620.105, Florida Statutes, is RICHARD G. PRIMEAU, 1055 Grand Isle Drive, Naples, FL 34108.

4. Partners. The name and business address of the general partner of the Partnership is PD Partners, a Florida general partnership, 1055 Grand Isle Drive, Naples, FL 34108.

5. Mailing Address. The mailing address for the Partnership is 1055 Grand Isle Drive, Naples, FL 34108.

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signatures

Signature of current and withdrawing general partner:

VRG-MARSH, LTD.
By: VRG DEVELOPMENT, INC. (Formerly VRG ASSOCIATES, INC.)
General Partner

By: Richard G. Primeau
Richard G. Primeau, President

Signature of new general partner:

PD PARTNERS
By: Isle Development of Naples, Inc.
General Partner

By: Cheryl Deering
Cheryl Deering, President

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