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RUDNICK & WOLFE

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FLORIDA DIVISION OF CORPORATIONS
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FROM: RUDNICK & WOLFE
CONTACT: JUDITH E COVEY
PHONE: (813)229-2111

ACCT#: 076424002364

FAX #: (813)229-1447

NAME: MARINA VILLAGE, LTD.

AUDIT NUMBER.....H97000010010

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..1

PAGES..... 2

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 18, 1997

MARINA VILLAGE, LTD.
10549 N. FLORIDA AVE., STE. K
TAMPA, FL 33612

SUBJECT: MARINA VILLAGE, LTD.
REF: A94000001187

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

In section 3 of your amendment you state that a general partner is withdrawing and you have a document number with it. The document number is not for Vicark, Inc., it should be P94000063098. Is the surviving general partner Fountains Bayway, Inc.? **YES**

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H97000010010
Letter Number: 497A00032609

H97000010010

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MARINA VILLAGE, LTD.**

THE UNDERSIGNED, intending to amend the Certificate of Limited Partnership of Marina Village, Ltd. (the "Partnership") pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act ("Act"), hereby certify as follows:

1. Name. The name of the limited partnership is:

MARINA VILLAGE LTD.

2. Date of Filing Certificate of Limited Partnership. The date of filing the Certificate of Limited Partnership was August 31, 1994.

3. Withdrawal of a General Partner. Vicark, Inc. (Florida Charter Number P94000063098) assigned all of its interest in the partnership resulting in Vicark, Inc. withdrawing as a General Partner and the assignee being admitted as an additional limited partner.

4. Change of Partnership Name. The name of the Partnership is changed to:

MARINA VILLAGE BAYWAY, LTD.

5. Change of Recordkeeping Office and Mailing Address. The mailing and recordkeeping office address of the Partnership is changed to:

c/o Fountains Bayway, Inc.
3802 S. West Shore Boulevard
Tampa, Florida 33611

6. Change of Registered Agent and Registered Office. The street address of the registered office of the limited partnership is changed to 3802 S. West Shore Boulevard, Tampa, Florida 33611 and its Registered Agent at such address is changed to Mark E. Miller.

7. Execution and Authority. This Certificate of Limited Partnership is duly executed and is being filed with the Florida Department of State in accordance with Section 620.109 of the Act.

Prepared by: Mark E. Miller
Florida Bar No. 0436097
3802 S. West Shore Blvd.
Tampa, Florida 33611
(813) 839-7500

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

9. **Effectiveness.** This Certificate of Limited Partnership is effective upon its filing with the Florida Department of State.

IN WITNESS WHEREOF, as the General Partner of the limited partnership, the undersigned signs this Certificate as of June 12, 1997.

GENERAL PARTNER

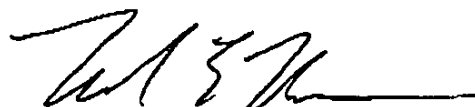
FOUNTAINS BAYWAY, INC.
a Florida corporation

By: 
Name: Steven R. Zantisky
Title: President

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and designated to accept service of process for the above limited partnership at the place designated herein, I hereby agree to act in this capacity. I am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: June 12, 1997.


MARK E. MILLER

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