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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**BAYSHORE AT DAVIE, LTD.**

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DEC. 31. 1998 2:45PM

NO. 384 P. 2/3

Audit No.: H98000024482

**AMENDMENT NO. 2 TO CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
BAYSHORE AT DAVIE, LTD.**

We, the undersigned partners amend the Certificate of Limited Partnership of Bayshore at Davie, Ltd. filed with the Secretary of State on July 23, 1996 for the following reasons and in the following manner:

1. On April 14, 1998, the sole general partner of the partnership, Mario DiSorbo assigned all of his general partnership interest in Bayshore at Davie, Ltd. (the "Partnership") to MDS at Davie, Inc., a Florida corporation, and all holders of the partnership interests of the Partnership consented to the admission of MDS at Davie, Inc. a Florida corporation, as the general partner of Bayshore at Davie, Ltd.

2. Therefore, the Certificate of Limited Partnership of Bayshore at Davie, Ltd. is amended to read:

General Partner. The name and address of the general partner of Bayshore at Davie, Ltd. is MDS at Davie, Inc. at 6701 North Powerline Road, Ft. Lauderdale, Florida 33309.

3. Mario DiSorbo by the assignment of his general partnership interest to MDS at Davie, Inc., withdraws as a general partner of the Partnership, and the business of the Partnership shall be continued in accordance with the Partnership Agreement of Bayshore at Davie, Ltd. as permitted by Florida Statute 620.157.

4. This Certificate of Amendment shall take effect upon its filing with the Florida Department of State.

Dated December 30, 1998.

Withdrawing General Partner:

Bayshore Developers, Inc.

By:

Kevin Buckley  
Kevin Buckley, as its authorized officer

Gregory J. Blodig, Esq.  
Greenspoon, Marden, et al  
100 W. Cypress Creek Rd., #700  
Ft. Lauderdale, FL 33309  
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New General Partner:

MDS at Davie, Inc., a Florida corporation

By: Mario P. [Signature]  
as president

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