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R. LEIGH DUEMLER

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NEW BRUNSWICK, NJ

January 10, 2002

1/14
amend CP

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MJM

BY FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-01/16/02--01003--004
****210.00 ****105.00

Attention: Limited Partnership Section

Re: TwinEagles Development Company, Ltd.
Talon Land Group, Ltd.

Dear Sirs:

Enclosed for filing pursuant to section 620.109, Florida Statutes, is a Certificate of Amendment to the Certificate of Limited Partnership of each of the partnerships named above together with our check in the amount of \$210.00 to cover the filing fee and the cost of a certified copy of the amendment. Please send the certified copy to me at the above address.

If you have any questions concerning this filing, please telephone me at (941) 947-7450.

Very truly yours,

R. Leigh Duemler
R. Leigh Duemler

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FF \$52.50
CC 52.50

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
TWINEAGLES DEVELOPMENT COMPANY, LTD.
(A Florida limited partnership)

Pursuant to section 620.109, Florida Statutes, this Florida limited partnership (the "Partnership"), whose certificate was filed with the Florida Department of State on May 15, 1997, adopts the following certificate of amendment to its certificate of limited partnership (the "Certificate"):

FIRST: TwinEagles Management, Ltd., a Florida limited partnership, has withdrawn as a general partner of the Partnership, and Article 3 of the Certificate is amended to read as follows:

3. The name of the general partner of the Partnership is RCP/TE Management LLC, a Florida limited liability compqny, and its business address is 3451 Bonita Bay Boulevard, Suite 202, Bonita Springs, FL 34134.

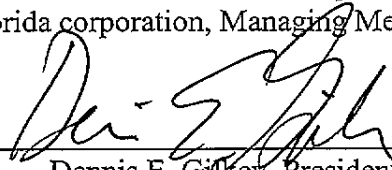
SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature:

Current General Partner:

RCP/TE MANAGEMENT LLC
By: Resource Conservation Properties, Inc.,
a Florida corporation, Managing Member

Dated: January 8, 2002

BY: 

Dennis E. Gilkey, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED