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DIVISION OF CORPORATIONS

## LIMITED PARTNERSHIP AMENDMENT

**VERO PALM ESTATES LTD.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$105.00

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CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
VERO PALM ESTATES LTD.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §620.109, *Florida Statutes*, this Florida limited partnership, whose Certificate of Limited Partnership was filed with the Florida Department of State on May 15, 1997, said certificate having been amended by Certificate of Amendment filed with the Florida Department of State on March 22, 1999, adopts the following further amendments to its Certificate of Limited Partnership:

**FIRST:**

1. Section 1.4 of the Agreement is hereby amended to read in its entirety as follows:

**1.4 Purposes.** Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Partnership to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the Partnership is to engage solely in the following activities:

(a) To take such actions, as the sole member of Northwood Plaza, LLC, a Nevada limited-liability company ("Northwood"), as may be necessary or desirable for Northwood to acquire that certain parcel of real property, together with all improvements located thereon, in the City of Clearwater, Florida, commonly known as Northwood Plaza (the "Property").

(b) To take such action as the sole member of Northwood as may be necessary for Northwood to own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.

(c) To exercise all powers enumerated in the Uniform Limited Partnership Act of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

2. Section 1.6 of the Agreement is hereby amended to read in its entirety as follows:

**1.6 Limitations.** Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Partnership to the contrary, the following shall govern: The Partnership shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien exists on the Property, the Partnership shall not permit Northwood to incur, assume, or guaranty any other indebtedness except such indebtedness as shall be in substitution or replacement, modification or increase of the indebtedness secured by any such mortgage lien. The Partnership shall not consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity unless (i) the entity (if other than the Partnership) formed or surviving such consolidation or merger or that acquires by conveyance or transfer the properties and assets of the Partnership substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any State or the

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District of Columbia, (b) shall include in its organizational documents the same limitations set forth in Sections 1.4, 1.6, 2.9, 7.8 and 8.3 hereof, and (c) shall expressly assume the due and punctual performance of the Partnership's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by this partnership and be continuing. For so long as a mortgage lien exists on the Property, the Partnership will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of all of the partners of the Partnership. For so long as a mortgage lien exists on the Property, no material amendment to this partnership agreement may be made without first obtaining approval of the mortgagee holding a first mortgage lien on the Property.

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 TALLAHASSEE, FLORIDA

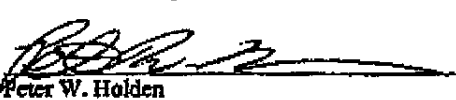
**SECOND:** This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

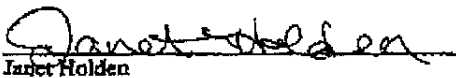
**THIRD:** The signatures of the Managing General Partner, of all General Partners, and of Limited Partners representing more than 75% of the Limited Partner Units of the Partnership follow:

John Holden, as Managing General Partner

  
 John Holden

Peter W. Holden and Janet Holden, husband and wife, as tenants by the entireties, General Partner

  
 Peter W. Holden

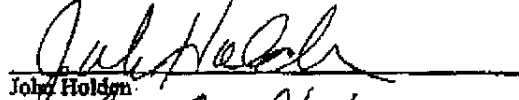
  
 Janet Holden

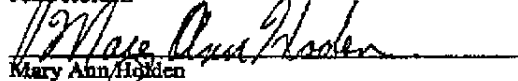
Daniel Holden and Donna Holden, husband and wife, as tenants by the entireties, General Partner

  
 Daniel Holden

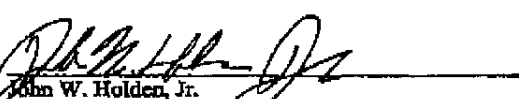
  
 Donna Holden

John Holden and Mary Ann Holden, husband and wife, as tenants by the entireties, General Partner

  
 John Holden

  
 Mary Ann Holden

John W. Holden, Jr., and Nancy G. Holden, husband and wife, as tenants by the entireties, General Partner

  
 John W. Holden, Jr.

  
 Nancy G. Holden

Isaac Holden and Mary Holden, husband and wife, as tenants by the entireties, Limited Partner

  
 Isaac Holden

  
 Mary Holden

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William Reid and Mary Beth Reid, husband and  
wife, as tenants by the entireties, Limited Partner

William Reid  
William Reid

Mary Beth Reid  
Mary Beth Reid

Anthony Holden  
Anthony Holden, Limited Partner

Isaac Holden  
Isaac Holden, Limited Partner

Annie Gregg  
Annie Gregg, Limited Partner

Thomas Parks and Catherine Parks, husband and  
wife, as tenants by the entireties, Limited Partner

Thomas Parks  
Thomas Parks

Catherine Parks  
Catherine Parks

Peter Holden  
Peter Holden, Limited Partner

Peter W. Holden  
Peter W. Holden, Limited Partner

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