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*Admitted PA, VA, TN only

August 11, 1998

Florida Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399
ATTN: Michelle Hodges, Document Specialist

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-08/14/98--0107U--002
*****105.00 *****105.00

RE: TOWN CENTER PARTNERS, LTD., a Florida limited partnership

Dear Ms. Hodges:

Enclosed for filing with the Secretary of State is an original and copy of the Amended Certificate of Limited Partnership in regard to the above referenced limited partnership together with our check in the amount of \$105.00 to cover the following:

1.	Filing Fee:	\$52.50
2.	Certification:	<u>52.50</u>
Total		\$105.00

Once filed, please return a certified copy to the undersigned at the post office box noted above.

If you have any questions concerning the foregoing, please call.

Name	
Availability	<i>MAH</i>
Document Examiner	<i>MAH</i>
Updater	<i>MAH</i>
Updater Verifier	<i>MAH</i>
Acknowledge on	<i>MAH</i>
W. P. Verifier	<i>MAH</i>

Sincerely,

David M. Presnick
David M. Presnick

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 14 AM 10:22

A98-1839

**AMENDED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
TOWN CENTER PARTNERS, LTD.**

The undersigned, desiring to amend its limited partnership certificate in accordance with the Florida Revised Uniform Limited Partnership Act (1986) and the Revised Uniform Partnership Act of 1995 (the "Partnership Acts") and being duly sworn does certify as follows:

1. The purpose of this Amendment is to correct the name of the general partner of the Partnership.

2. The original Certificate of Limited Partnership was filed on July 30, 1998.

2. The name of the Partnership is **TOWN CENTER PARTNERS, LTD.**

3. The principal place of business of the Partnership is located at 200 Willard Street, Cocoa, Florida 32922. The name of the registered agent of the Partnership at such address is Michael Selig.

4. The name and address of the general partner is as follows:

Palm Bay West Development Corporation
200 Willard Street
Cocoa, Florida 32922

998-51208

5. The mailing address of the Partnership is 200 Willard Street, Cocoa, Florida 32922.

6. The Partnership's existence shall begin upon the issuance of a Certificate of Authority to do Business by the State of Florida and shall continue until 12:00 o'clock noon on January 1, 2030, unless sooner terminated pursuant to the Limited Partnership Agreement.

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SECRETARY OF STATE
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98 AUG 14 AM 10:22

IN WITNESS WHEREOF, the undersigned executed this Certificate as the General Partner
this 10th day of August, 1998.

Witnesses:

"GENERAL PARTNER"

**PALM BAY WEST DEVELOPMENT
CORPORATION**, a Florida corporation

Michael Selig

Ben Jefferies
Ben Jefferies, President

RWJH

Michael Selig

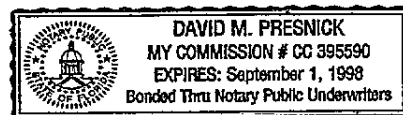
Michael Selig
Michael Selig, Secretary

RWJH

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 10th day of August, 1998, by
Ben Jefferies and Michael Selig, who are known to me to be the President and Secretary,
respectively, of Palm Bay West Development Corporation, and who did take an oath.

David M. Presnick
NOTARY PUBLIC



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