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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850)617-6383

From:

Account Name : BAKER & HOSTETLER LLP
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**LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION
SH5, LTD.**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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August 4, 2014

SH5, LTD.
506 FLEMING STREET
KEY WEST, FL 33040

SUBJECT: SH5, LTD.
REF: A03000001050

FLORIDA DEPARTMENT OF STATE
Division of Corporations

*Please honor
submission
date - 7/31/2014*

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.

The document must state it was executed and filed in accordance with s. 620.1202, Florida Statutes.

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 (850) 245-6051.

Teresa Brown
Regulatory Specialist II

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08-04-14

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DEPARTMENT OF STATE

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF SHS, LTD.**

Pursuant to the provisions of Section 620.1202 Florida Statutes, the undersigned, as General Partner of SHS, Ltd., Florida limited partnership (the "Limited Partnership"), the Certificate of Limited Partnership of which was filed with the Florida Department of State on July 23, 2003, and subsequently amended by that Certificate of Amendment of Certificate of Limited Partnership filed with the Florida Department of State on August 3, 2005, adopts the following Certificate of Amendment to its Certificate of Limited Partnership.

1. Section 8 of the Certificate of Limited Partnership is deleted in its entirety and following inserted in its place and stead:

"8. The purpose of the Limited Partnership is to: (a) acquire, develop, own, hold, sell, lease, transfer, exchange, manage, operate, renovate, redevelop and reconstruct the real property located in Key West, Florida, and described more particularly on Exhibit A attached hereto and incorporated herein by reference (and the property devised under that certain Sovereignty Submerged Land Lease Renewal and Modification to Reflect Change of Ownership between the Board of Trustees of the Internal Improvement Fund of the State of Florida and the Limited Partnership, dated as of January 31, 2011, as amended and/or assigned), and any improvements located or to be located thereon (collectively, the "Property"); (b) finance its activities as described in subsection (a) above by procuring one or more loans, including but not limited to a loan (the "Loan") from Wells Fargo Bank, National Association (together with its successors and/or assigns, the "Lender") that shall be secured by, among other things, a mortgage lien encumbering the Property and, in connection therewith, to execute and deliver to Lender a loan agreement, note, mortgage, assignment of rents and leases and any other documents, instruments and agreements required by Lender that evidences, secures or is otherwise executed in connection with the Loan (the "Loan Documents"); (c) refinance the Property in connection with a permitted repayment of the Loan; and (d) transact any and all lawful business that is incident, necessary and appropriate to accomplish the foregoing. In order to carry out its purpose, and not in limitation thereof, subject to the terms and conditions of its limited partnership agreement dated as of July 23, 2003, as the same is amended from time to time (the Limited Partnership Agreement"), the General Partner is empowered and authorized to do all acts and things necessary, appropriate, proper, advisable, incidental to or convenient for the furtherance and accomplishment of its purposes."

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

3. This Certificate was executed and filed in accordance with s. 620.1202, Florida Statutes.

Executed by the undersigned this 31st day of July, 2014.

GENERAL PARTNER:

SHS, INC., a Florida corporation.
General Partner

By: Robert A. Spottswood
Robert A. Spottswood, President