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Florida Department of State
Division of Corporations
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LIMITED PARTNERSHIP AMENDMENT

GBFC DEVELOPMENT, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$105.00

AL

Rec'd.
4/7/00

Ref: 1518797-0001

**AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
GBFC DEVELOPMENT, LTD.
a Florida limited partnership**

THE UNDERSIGNED, being all of the general partners of GBFC Development, Ltd., a Florida limited partnership ("the Partnership"), whose Certificate of Limited Partnership was filed with the Florida Department of State on March 14, 2000, hereby amend said Certificate of Limited Partnership of the Partnership as follows:

Section 7 is hereby deleted in its entirety and the following is substituted therefor:

7. Name and Address of the General Partner.

The name and address of the General Partner is:

GBFC Development, LLC M00000000675
c/o Gulf Bay Management, Inc.
3470 Club Center Boulevard
Naples, Florida 34114-0816
Attn: Aubrey J. Ferrao

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SECTION 7
00 APR -7 PM 5:00
FIDDLER'S CREEK, LLC

Except as expressly provided herein, all of the terms and provisions of the Certificate of Limited Partnership shall remain in full force and effect and are hereby ratified and confirmed.

This amendment is being filed within thirty (30) days after the withdrawal of general partners, Gulf Bay 300, Ltd., a Florida limited partnership, and Parcel Z-II, Inc., a Florida corporation, which occurred on March 15, 2000.

The execution of this certificate by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Certificate of Limited Partnership of GBFC Development, Ltd., this 17 day of March, 2000.

GENERAL PARTNER:

GBFC DEVELOPMENT, LLC, a Delaware
limited liability company

By: Fiddler's Creek, LLC, a Delaware
limited liability Company, its member

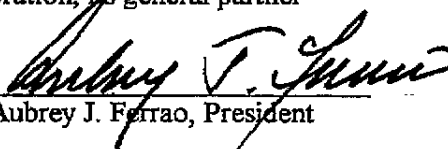
By: 
Aubrey J. Ferrao
Authorized Representative

Fax Audit No. H00000015787


WITHDRAWING GENERAL PARTNERS

GULF BAY 300, LTD., a Florida limited
partnership

By: Gulf Bay 300, Inc., a Florida
corporation, its general partner

By: 
Aubrey J. Ferrao, President

PARCEL Z-II, INC., a Florida corporation

By: 
Name: James McCarthy
Title: President

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