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Florida Department of State
Division of Corporations
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ALI

LIMITED PARTNERSHIP AMENDMENT

GBFC MARINA, LTD.

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

Rec'd
4/7/00

Ref 1518597-0001

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

THE UNDERSIGNED, being all of the general partners of GBFC Marina, 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:

FC Marina, LLC M00000000678
c/o Gulf Bay Management, Inc.
3470 Club Center Boulevard
Naples, FL 34114-0816
Attn: Aubrey J. Ferrao

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SECRET
FIDELITY & SECURITY
EXEMPTED

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, FC Marina, Ltd., a Florida limited partnership, and Parcel M-II, Inc., a Florida corporation, which occurred on March 15, 2000.

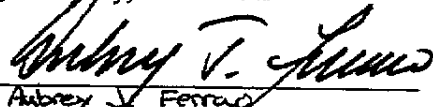
The execution of this certificate by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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

GENERAL PARTNER:

FC MARINA, LLC, a Delaware limited liability company

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

By: 
Aubrey J. Ferrao
Authorized Representative

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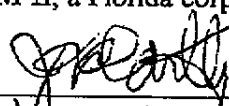
WITHDRAWING GENERAL PARTNERS:

FC MARINA, LTD., a Florida limited partnership

By: GBFC Marina, Inc., a Florida corporation,
its general partner

By: 
Aubrey J. Ferrao, President

PARCEL M-II, a Florida corporation

By: 
Name: James McCarthy
Title: President

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