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LIMITED PARTNERSHIP AMENDMENT

DY LAND ASSOCIATES, LTD.

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

Reg: 1518597-6001

RECEIVED  
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**AMENDMENT TO THE  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
DY LAND ASSOCIATES, LTD.  
a Florida limited partnership**

THE UNDERSIGNED, being all of the general partners of DY Land Associates, 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:

DY Associates, LLC M00000000676  
c/o Gulf Bay Management, Inc.,  
3470 Club Center Boulevard  
Naples, FL 34114-0816  
Attn: Aubrey J. Ferrao

00 APR 10 PM 12:00  
FILED  
CLERK OF DISTRICT COURT  
NAPLES, FLORIDA

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, Parcel D Development, Inc., a Florida corporation, and Parcel Y Development, 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 DY Land Associates, Ltd., this 17 day of March, 2000.

**GENERAL PARTNER:**

DY ASSOCIATES, LLC, a Delaware limited liability company

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

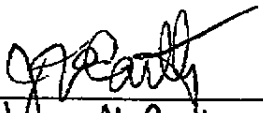
By:

  
Aubrey J. Ferrao  
Authorized Representative

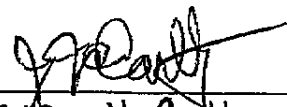
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WITHDRAWING GENERAL PARTNERS:

PARCEL D DEVELOPMENT, INC., a Florida corporation

By:   
Name: James McCarthy  
Title: President

PARCEL Y DEVELOPMENT, INC., a Florida corporation

By:   
Name: James McCarthy  
Title: President

1070 2010  
APR 10 PM 12:00  
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