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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA
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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

Fax Audit No. H00000015784

**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

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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

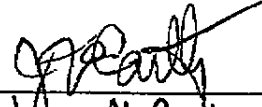
By: Fiddler's Creek, LLC, a Delaware limited liability company, its member

By: Aubrey J. Ferrao
Aubrey J. Ferrao
Authorized Representative

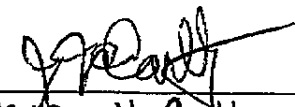
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WITHDRAWING GENERAL PARTNERS:

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

00 APR 10 PM 12: 00
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