

A000000000/1046

4/23/01

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100004078181--6
-04/25/01--01090--009
*****52.50 *****52.50

Gentlemen/Gentlewomen

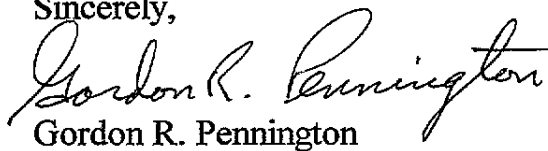
Please find enclosed a Certificate of Amendment to Certificate of Limited Partnership of The Pennington Florida Group II, Ltd. The \$52.50 filing fee is also enclosed.

The contact person and person who should receive an acknowledgement is: Gordon R. Pennington

P.O. Box 1643
Sanibel, FL 33957
tel. 941-395-2289

Thank you.

Sincerely,


Gordon R. Pennington

FILED
01 APR 25 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL 32314

A00-1046
QR

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

The Pennington Florida Group II, Ltd
(Ref. Number A00000001046)
(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on March 28, 2000, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

*Article 8 Names of General Partners
Delete Jacqueline M. Pennington as a general partner.*

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:

Gordon R. Pennington

Signature(s) of new general partner(s), if applicable:

FILED
01 APR 25 PM 5:00
SECRETARY OF STATE