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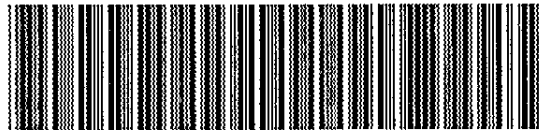
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DIVISION OF CORPORATIONS

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ATTORNEYS AT LAW
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PALM BEACH GARDENS, FLORIDA 33410

LAWRENCE B. JURAN
LAWRENCE J. DIAMOND
ERIC M. FISCHER

TEL: (561) 630-5055
FAX: (561) 630-9660

July 24, 2003

Via Federal Express

Divisions of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attn: Brenda Tadlock

Re: 3801 PGA Investors, Ltd. ("Investors")

03 JUL 25 AM 10:47
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Dear Brenda:

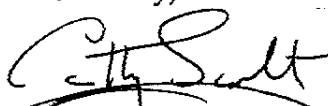
Pursuant to our discussions, enclosed please find two originally executed counterparts of the First Amendment to Amended and Restated Certificate of Limited Partnership of 3801 PGA Investors, Ltd., together with a check in the amount of \$105.00 to cover the filing fees.

As we discussed on the phone, the appointment of 3801 PGA GP Holding, LLC as the sole general partner of Investors was effective as of December 5, 2002. We were under the impression that our outside counsel filed the First Amendment to the Certificate reflecting the change of general partner; however, when we tried to file our annual report we realized that the First Amendment had not been filed.

Please arrange to file the First Amendment and return a certified copy in the prepaid Federal Express envelope enclosed.

Thank you for your assistance on the phone.

Sincerely,


Cathy Scott
Legal Assistant

Enclosures

cc: Larry Diamond

**FIRST AMENDMENT TO AMENDED AND RESTATED
CERTIFICATE OF LIMITED
PARTNERSHIP OF
3801 PGA INVESTORS, LTD.**

The undersigned, desiring to amend the Amended and Restated Certificate of Limited Partnership of 3801 PGA Investors, Ltd. (the "Amended Certificate") pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, hereby states the following:

1. Name of Limited Partnership. The name of the limited partnership is:

3801 PGA Investors, Ltd.
(the "Partnership")

2. Date of Filing Certificate of Limited Partnership: The Amended Certificate was filed with Florida Secretary of State's Office on November 28, 2001, the original Certificate of Limited Partnership was filed on July 31, 2000.

3. Amendment. The Amended Certificate is hereby amended as follows:

"4. Name and Address of the General Partner. The name and address of the general partner of the Partnership are:

3801 PGA GP Holding, LLC
3801 PGA Boulevard, Suite 600
Palm Beach Gardens, FL 33410."

MOA-3171

IN WITNESS WHEREOF, the undersigned has executed this First Amendment to Amended and Restated Certificate of Limited Partnership of 3801 PGA Investors, Ltd. as of December 5, 2002.

GENERAL PARTNER:

3801 PGA GP HOLDING, LLC, a Delaware limited liability company

By: 3801 PGA LP Holding, Ltd., a limited partnership, its sole member

By: 

Patrick J. DiSalvo
Vice President

03 JUL 25 AM 10:47
SECRETARY OF STATE
DIVISION OF CORPORATIONS