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Florida Department of State
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To:

Division of Corporations
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From: **GAIL S. ANDRE**

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

PLEASE ARRANGE FILING OF THE CERTIFICATE OF AMENDMENT AND RETURN TO ME A CERTIFICATION AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

LIMITED PARTNERSHIP AMENDMENT

HP STAR III, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$105.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA 32301
DIVISION OF CORPORATIONS
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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
HP STAR III, LTD.**

The undersigned withdrawn General Partner and newly admitted General Partner of HP Star III, Ltd., a Florida limited partnership (the "Partnership"), pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Section 620.109, Florida Statutes, hereby make and file with the Florida Department of State this Certificate of Amendment to Certificate of Limited Partnership for the purpose of amending the Certificate of Limited Partnership of the Partnership as originally filed with the Florida Department of State on September 7, 2000 and assigned limited partnership number A00000001383.

1. Harrod Development, Inc., a Florida corporation and the original General Partner of the Partnership, has assigned its entire interest in the Partnership to HP Tampa Partners GP, LLC, a Florida limited liability company, which has been admitted as a General Partner of the Partnership, and Harrod Development, Inc. has withdrawn as a General Partner. Accordingly, the sole General Partner of the Partnership is HP Tampa Partners GP, LLC, whose address is 777 S. Harbour Island Boulevard, Suite 877, Tampa, Florida 33602.

LV2000008068

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

EXECUTED this 10th day of June, 2003.

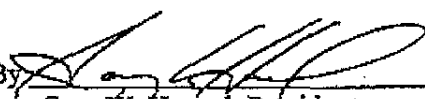
WITHDRAWN GENERAL PARTNER:

Harrod Development, Inc.,
a Florida corporation

By: 
Gary W. Harrod, President

NEW GENERAL PARTNER:

HP Tampa Partners GP, LLC,
a Florida limited liability company

By: 
Gary W. Harrod, President

APPROVED
AND
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