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LIMITED PARTNERSHIP AMENDMENT

ONE LAS OLAS, LTD.

A-1563

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| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 02 |
| Estimated Charge | \$52.50 |

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**SECOND AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
ONE LAS OLAS, LTD.**

The undersigned, Richard D. Zipes, Vice President of Omni Equities Corporation,

1. The name of this partnership is ONE LAS OLAS, LTD. The General Partner is Omni Equities Corporation, Inc. P-55960
2. Pursuant to Section 620.109 of the Florida Statutes, the first and second paragraphs of Section (6) are hereby deleted in their entirety and replaced with:

(6) Single Purpose Entity.

The Partnership shall be operated as a single purpose entity with its sole purpose limited to: (a) owning, holding, selling, leasing, transferring, exchanging and operating the property described on Exhibit A, attached hereto (the "Property"); (b) borrowing and giving security for the receipt of loan proceeds from Mellon United National Bank as more particularly described in the Promissory Note, Mortgage Deed and other loan documents ("the Loan Documents") furnished by the Partnership to Mellon United National Bank (the "Loan Agreement"); and (c) transacting any and all lawful business for which a limited partnership may be organized under the laws of this state that is incident, necessary and appropriate to the foregoing.

In connection with the terms and conditions of the Loan Documents, and until such time as all of its obligations under such Loan Documents and any mortgages or liens against the Property have been fulfilled, released or otherwise terminated or modified, the Partnership shall at all times be required to:

THIS DOCUMENT PREPARED BY:

Daniel M. Mackler, Esq.
Gunster, Yoakley & Stewart, P.A.
500 E. Broward Blvd., #1400
Ft. Lauderdale, Florida 33394

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3. Except as above amended hereby, the Certificate of Limited Partnership of the Partnership, as filed with the Florida Department of State, shall remain in full force and effect.
4. The foregoing amendment was duly approved on October 17, 2000, by the General Partner of the Partnership.

IN WITNESS WHEREOF, the undersigned, as General Partner of the Partnership, has duly executed this Amendment to the Certificate of Limited Partnership this 31st day of October, 2000.

GENERAL PARTNER:

OMNI EQUITIES CORPORATION, a Florida
corporation

By: _____

Richard D. Zipes
Richard D. Zipes, Vice President

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