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FILED
01 OCT 29 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 233161 161599A
AUTHORIZATION :
COST LIMIT : \$ 157.50 *Patricia Pizito*

ORDER DATE : October 29, 2001

ORDER TIME : 11:26 AM

ORDER NO. : 233161-005

000004657110--5

CUSTOMER NO: 161599A

CUSTOMER: Mr. Jeffrey J. Wolfe
Daryl Cramer & Associates, PA
Suite 910
515 North Flagler Drive
West Palm Beach, FL 33401-5010

DOMESTIC AMENDMENT FILING

NAME: PALM BAY CLUB FINANCING
PARTNERSHIP, LTD.

EFFECTIVE DATE:

BK

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX - TWO CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young -- EXT# 1112

EXAMINER'S INITIALS: _____

RECEIVED
01 OCT 29 PM 12:11
DIVISION OF CORPORATION

**FIRST AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
PALM BAY CLUB FINANCING PARTNERSHIP, LTD.**

01 OCT 29 PM 1:04
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 620.109, Florida Statutes, **PALM BAY CLUB FINANCING PARTNERSHIP, LTD.**, a Florida limited partnership (the "Partnership"), hereby amends its Certificate of Limited Partnership originally filed with the Florida Department of State on November 6, 2000, as follows:

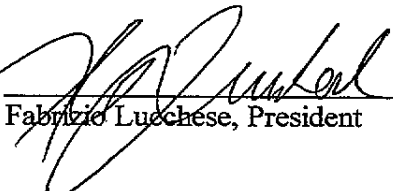
- I. Paragraph 4 shall be deleted in its entirety and the following inserted in lieu thereof:
 4. The name and business address of the general partner is as follows:

Palm Bay Club Financing G.P., Inc.
c/o Daryl Cramer & Associates, P.A.
515 North Flagler Drive, Suite 910
West Palm Beach, Florida 33401-4325

pol 0001 03988

By execution of this First Amendment to Certificate of Limited Partnership, the general partner whose name is set forth below hereby affirms under penalties of perjury that the facts stated herein are true. This First Amendment to Certificate of Limited Partnership has been duly executed effective as of the 29th day of October, 2001 and is being filed in accordance with Section 620.109, Florida Statutes.

PALM BAY CLUB FINANCING G.P., INC.,
as General Partner

By: 

Fabrizio Luchese, President