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SECRETARY OF STATE
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1.) Destin Partnership #2, Ltd
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) LP - 1,181-69
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned general partners of DESTIN PARTNERSHIP #2, LTD., a Florida limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes.

The total amount of capital contributions to date of the limited partners is \$318,263.66

This 29th day of April, 2002

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct to the best of my knowledge and belief.

General Partner(s)

Craig H. Sher
Craig H. Sher, Vice President, Destin Retail, Inc., General Partner

Fees:	
\$7 per \$1000, based on additional contributions	
Minimum \$	52.50
Maximum \$	1,750.00