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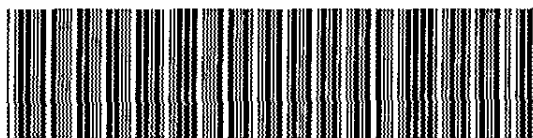
(Business Entity Name)

(Document Number)

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☒ FILING Ltd.

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

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF**

**Destin Partnership #2, Ltd.**

(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on November 14, 2000, adopts the following certificate of amendment to its certificate of limited partnership.

**FIRST:** Amendment(s): (indicate article number(s) being amended, added, or deleted)

1. Article II - To segregate economic interests in the Bloomingdale Project from other assets owned by the Partnership through the creation of two (2) separate classes of limited partnership interests.

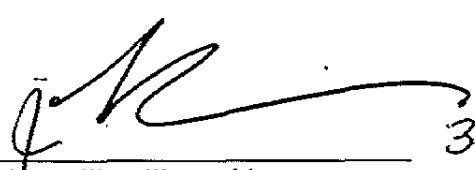
2. Schedule A - Amend Percentage Interests of the Limited Partners as follows:

	Class A Percentage <u>Interest</u>	Class B Percentage <u>Interest</u>
Melvin F. Sembler	19.21%	19.21%
Brent W. Sembler	19.21%	19.21%
Gregory S. Sembler	23.05%	23.05%
Craig H. Sher	18.94%	18.94%
Joseph A. Filippelli	14.85%	14.85%
Jeffrey S. Fuqua	3.74%	3.74%
Totals	<u>99%</u>	<u>99%</u>

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

**THIRD:** Signature(s)

Signature of current general partner:

  
\_\_\_\_\_  
Joseph A. Filippelli, President  
Destin Retail, Inc.

3-14-03

Signature(s) of new general partner(s), if applicable:

\_\_\_\_\_  
\_\_\_\_\_