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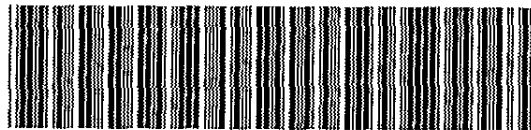
(Business Entity Name)

(Document Number)

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**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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UNION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

**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. 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%	20.50%
Brent W. Sembler	19.21%	20.50%
Gregory S. Sembler	23.05%	20.50%
Craig H. Sher	18.94%	20.50%
Joseph A. Filippelli	14.85%	0%
Jeffrey S. Fuqua	3.74%	15.00%
David E. Murphy	0%	2.00%
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.

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

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