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FP/DLP AMENDMENT/RESTATEMENT/CORRECTION

VENICE PARTNERS, LTD.

Certificate of Status	0
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**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
VENICE PARTNERS, LTD.**

Pursuant to the authority of Section 620.1202 and 620.1115, Florida Statutes, VENICE PARTNERS, LTD., a Florida limited partnership (the "Partnership"), adopts the following amendments to its Certificate of Limited Partnership:

1. The current name of the Partnership is VENICE PARTNERS, LTD.
2. The original Certificate of Limited Partnership of the Partnership was filed with the Florida Department of State on January 25, 2001 (the "Certificate").
3. Principal Place of Business. Paragraph 2 of the Certificate is deleted in its entirety and the following substituted in lieu thereof:

"2. Principal Place of Business and Mailing Address. The address of the office of the Limited Partnership at which place the records shall be maintained is: c/o Shelter Venice Cove LLC, 1600 Hopkins Crossroads, Minneapolis, Minnesota 55305-2026."

4. Registered Agent. Paragraph 4 of the original certificate of limited partnership is hereby deleted in its entirety and the following substituted in lieu thereof:

"4. The Registered Agent. The name and address of the Registered Agent for Services of Process: CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324."

5. Paragraph 7 of the Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:

"7. The name and business address of the general partner is:

SHELTER VENICE COVE LLC, a Florida limited liability company
1600 Hopkins Crossroad
Minneapolis, MN 55305" L06-107023

6. All other provisions of the Certificate of the Partnership shall remain in full force and effect.

7. This Certificate of Amendment may be executed in separate counterparts, all of which taken together shall constitute one and the same instrument

[Signatures contained on following pages]


Amendment to Certificate of LP - Venice Partners, Ltd.

ORL1CORPGEORG10001.1
204660050

The undersigned have hereunto set their hands and seals as of this 30th day of April, 2007.

NEW GENERAL PARTNER:

SHELTER VENICE COVE LLC, a
Florida limited liability company

By: 
Name: GARRETT CARLSON JR.
Its: SECRETARY

WITHDRAWING GENERAL PARTNER:

VENICE PARTNERS JOINT VENTURE

By: Venice Trust, L.L.C.

By: _____
Randy E. Rieger, Manager

The undersigned have hereunto set their hands and seals as of this 30th day of April, 2007.

NEW GENERAL PARTNER:

SHELTER VENICE COVE LLC, a
Florida limited liability company

By: _____
Name: _____
Its: _____

WITHDRAWING GENERAL PARTNER:

VENICE PARTNERS JOINT VENTURE

By: Venice Trust, L.L.C.

By: 
Randy E. Kieger, Manager

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Connie Bryan

Signature of Registered Agent

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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Amendment to Certificate of LP - Venice Partners, Ltd.

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