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LIMITED PARTNERSHIP AMENDMENT
TL FONTAINEBLEAU TOWER LIMITED PARTNERSHIP

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 25, 2002

TURNBERRY ASSOCIATES

SUBJECT: TL FONTAINEBLEAU TOWER LIMITED PARTNERSHIP
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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
TL FONTAINEBLEAU TOWER LIMITED PARTNERSHIP**

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on May 24, 2001, adopts the following certificate of amendment to its Certificate of Limited Partnership.

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

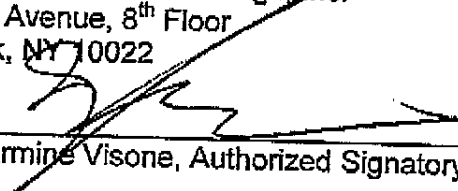
8. The Name and Specific Address of the General Partner is:

JS Collins, LLC *LO1-663*
19501 Biscayne Boulevard
Suite 400
Aventura, FL 33180

SECOND. This Certificate of Amendment shall be effective as of March 1, 2002.

THIRD: Signature(s): (signatures of current general partners)

LB Fontainebleau, LLC
C/o Lehman Brothers Holdings, Inc.
399 Park Avenue, 8th Floor
New York, NY 10022

By: 
Carmine Visone, Authorized Signatory

JS Collins, LLC
19501 Biscayne Boulevard
Suite 400
Aventura, FL 33180


By: _____
Jeffrey Soffer, Managing Member

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STATE DEPARTMENT OF
TALLAHASSEE, FLORIDA

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

JS Collins, LLC
A Florida limited liability company

By: 
Jeffrey Soffer, Managing Member

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