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March 1, 2002

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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Re: Plaza Fifth, Ltd.

Gentlemen:

Enclosed please find an original and one copy of an Amendment to Certificate of Limited Partnership, together with a check in the amount of \$52.50 for the filing fees. Please return the documents to me in the self-addressed, stamped envelope.

Thank you in advance for your prompt attention and cooperation to this matter. If you should have any questions, please feel free to contact my office.

Sincerely yours,

HOLLAND & KNIGHT LLP

Carol A. Masio McGuire
Carol A. Masio McGuire

CAM/kjd
Enclosure

BRD1 #27386 v3

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MAR - 5 PM 3:08

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

Received By

MAR 11 2002
Holland & Knight LI

March 7, 2002

CAROL A. MASIO MCGUIRE
HOLLAND & KNIGHT LLP
PO BOX 1866
BRADENTON, FL 34206-1866

SUBJECT: PLAZA FIFTH, LTD.
Ref. Number: A01000001478

We have received your document for PLAZA FIFTH, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 202A00013921

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**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
PLAZA FIFTH, LTD.**

Pursuant to the provisions of Section 620.109, Florida Statutes, PLAZA FIFTH, LTD., a Florida Limited Partnership, adopts the following Certificate of Amendment to its Certificate of Limited Partnership:

FIRST: The name of the limited partnership is **PLAZA FIFTH, LTD.**

SECOND: The limited partnership's Certificate of Limited Partnership was filed with the Florida Department of State on November 5, 2001.

THIRD: The Certificate of Limited Partnership of the limited partnership is hereby amended to remove RIA-CHP FLORIDA, LLC, as general partner and to add PLAZA FIFTH PARTNERS, LLC, as general partner. The new general partner's address is 110 Bry Lynn Drive, West Melbourne, Florida 32904.

FOURTH: This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

FIFTH: RIA-CHP FLORIDA, LLC, has withdrawn as general partner of the limited partnership, the partners of the limited partnership have elected to continue the business of the limited partnership under Section 620.157, Florida Statutes, and PLAZA FIFTH PARTNERS, LLC, has been admitted as the new general partner of the limited partnership.

The undersigned withdrawing general partner and new general partner of the limited partnership hereby execute this Certificate of Amendment to the Certificate of Limited Partnership this 22 day of February, 2002.

RIA-CHP FLORIDA, LLC

By: Renee Fowler
Renee Fowler, as Authorized Agent

BRD1 #39896 v1

PLAZA FIFTH PARTNERS, LLC

By: Renee Fowler
Renee Fowler, as Authorized Agent

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