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Division of Corporations

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From:

Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407)839-4200
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LIMITED PARTNERSHIP AMENDMENT

BRITTANY BAY PARTNERS III, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$105.00

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FAX NO.

P. 02

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**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
BRITTANY BAY PARTNERS III, LTD.**

Pursuant to the authority of Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, constituting the sole general partner of BRITTANY BAY PARTNERS III, LTD., a Florida limited partnership (the "Partnership"), submit the following:

1. The current name of the Partnership is BRITTANY BAY PARTNERS III, LTD.
2. The date of the filing of the original certificate of limited partnership of the Partnership was November 15, 2001 (the "Certificate"). The Certificate was amended by the filing of that certain Amendment to Certificate of Limited Partnership on March 31, 2003.
3. Paragraph 3 of the Original Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:
 3. The name and business address of the general partner is:

VANDERBILT PLACE, L.L.C., a Florida limited liability company
1551 Sandspur Road
Maitland, Florida 32751 *✓ L03-37862*
4. Paragraph 5 of the Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:
 - "5. The latest date upon which the Partnership is to dissolve is December 31, 2064".

The undersigned have hereunto set their hands and seals this 28th day of January, 2004.

WITHDRAWING GENERAL PARTNER:

CED CAPITAL HOLDINGS 2003 MM, L.L.C., a Florida limited liability company

By: *Michael J. Sciarrino*
Michael J. Sciarrino, Manager

INCOMING GENERAL PARTNER:

VANDERBILT PLACE, L.L.C., a Florida limited liability company

By: *Michael J. Sciarrino*
Michael J. Sciarrino, Manager

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