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SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD  
ATTORNEYS AND COUNSELORS AT LAW  
508 E. GAINES STREET  
POST OFFICE BOX 1900  
KEY WEST, FLORIDA 33041-1900

JOHN M. SPOTTSWOOD, JR.  
WILLIAM B. SPOTTSWOOD

OF COUNSEL:  
JOHN M. SPOTTSWOOD (1920-1975)

TELEPHONE  
305 - 294 - 9556  
TELECOPIER  
305-292-1882

March 5, 2002

Division of Corporations  
Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32301

RE: The Housing Authority of the City of Key West, Ltd.

Dear Sir:

Please find enclosed an amendment to the Certificate of Limited Partnership of the above-referenced limited partnership, for filing with your office. Also find enclosed a check for the filing fee and a certified copy of the Amendment, in the amount of \$105.00. If I can be of any further assistance in this matter, please don't hesitate to call me at the above number.

Thanking you for your assistance in this matter, I am

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-03/07/02--01012--005  
\*\*\*\*105.00 \*\*\*\*105.00

Sincerely,

*Erica N. Hughes*  
ERICA N. HUGHES

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
THE HOUSING AUTHORITY OF THE CITY OF KEY WEST, Ltd.**

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 January 9, 2002, adopts the following Certificate of Amendment to its Certificate of Limited Partnership.

**FIRST:** Amendment: Paragraph 4 shall be amended so that the General Partner of the Limited Partnership shall be Key West Housing Authority, Inc., a not for profit corporation. The Housing Authority of the City of Key West, Florida, will no longer be the General Partner of The Housing Authority of the City of Key West, Ltd.

1400 Kennedy Drive  
Key West, Fl. 33040

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

**THIRD:** Signatures

Signature of Current General Partner:  
Housing Authority of the City of Key West

By: Frank P. Toppino  
Frank P. Toppino

Signature of New General Partner:  
Key West Housing Authority, Inc.

By: Frank P. Toppino  
Frank P. Toppino, Director

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA