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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CONROY, COLEMAN & HAZZARD, P.A.
ATTORNEYS AT LAW

POINCIANA PROFESSIONAL PARK
2640 GOLDEN GATE PARKWAY
SUITE 115
NAPLES, FLORIDA 34105

(239) 649-5200
TELECOPIER (239) 649-8140

SONIA M. BRETZMANN
JAMES F. CAUDILL
J. MICHAEL COLEMAN
BOARD CERTIFIED CIVIL TRIAL LAWYER
BOARD CERTIFIED BUSINESS LITIGATION LAWYER
J. THOMAS CONROY, III
BOARD CERTIFIED REAL ESTATE LAWYER
ROBERT L. CROWN
MICHAEL A. DURANT
LAWRENCE C.E. GARCIA
WILLIAM J. HAZZARD
DAMIAN C. TAYLOR

March 20, 2003

Secretary of State
The Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **Certificate of Amendment to Certificate of Limited Partnership of
Grand Bay Plaza, Ltd.**

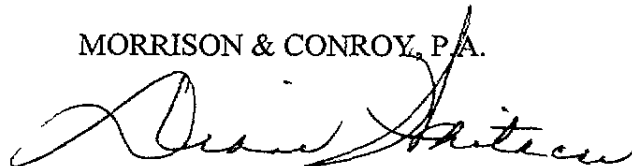
Dear Sir/Madam:

Enclosed please find the original and one copy of a Certificate of Amendment to Certificate of Limited Partnership for the above-referenced limited partnership. Also enclosed you will find our check in the amount of Fifty-two Dollars Fifty Cents (\$52.50), your fee for this filing.

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.



Diane Whitacre
Paralegal

Encl.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 25, 2003

DIANE WHITACRE
CONROY, COLEMAN & HAZZARD, P.A.
2640 GOLDEN GATE PARKWAY, SUITE 115
NAPLES, FL 34105

SUBJECT: GRAND BAY PLAZA, LTD.
Ref. Number: A02000001273

We have received your document for GRAND BAY PLAZA, 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):

The registered agent must sign accepting the designation.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 103A00018145

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
GRAND BAY PLAZA, LTD.
a Florida limited partnership**

FILED
03 APR -3 AM 8:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 September 20, 2002, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST:

Article 2 is hereby deleted in its entirety and in its place is inserted the following:

2. The address of the office of the Limited Partnership is 26811 South Bay Drive, Suite 350, Bonita Springs, Florida.

Article 3 is hereby deleted in its entirety and in its place is inserted the following:

3. The name and address of the agent for service of process on the Limited Partnership is J. Thomas Conroy, III, 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105.

Article 4 is hereby deleted in its entirety and in its place is inserted the following:

4. The name and address of the General Partner is: Grand Bay Development / GP, LLC, a Florida limited liability company, 26811 South Bay Drive, Suite 350, Bonita Springs, Florida 34134. **W3-1692**

Article 5 is hereby deleted in its entirety and in its place is inserted the following:

5. The mailing address of the Limited Partnership is 26811 South Bay Drive, Suite 350, Bonita Springs, Florida 34134.

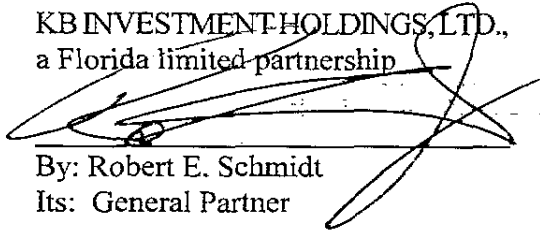
SECOND:

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

THIRD:

Signature of current General Partner:

KB INVESTMENT HOLDINGS, LTD.,
a Florida limited partnership



By: Robert E. Schmidt
Its: General Partner

Signature of new General Partner:

GRAND BAY DEVELOPMENT / GP,
L.L.C., a Florida limited liability
company

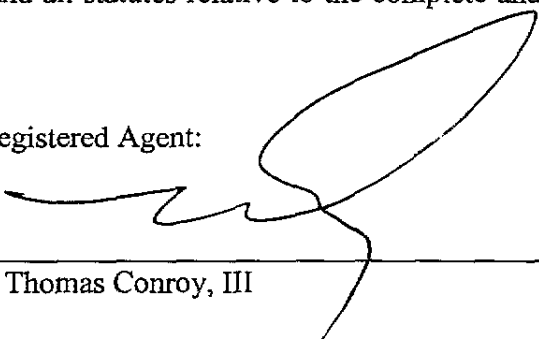


By: James A. Nashman
Its: Managing Member

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for Grand Bay Plaza, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and on behalf of the Limited Partnership, to accept service of process for the Limited Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Registered Agent:



J. Thomas Conroy, III