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Division of Corporations

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DIVISION OF CORPORATION

LIMITED PARTNERSHIP AMENDMENT

THE CLUB AT GATEWAY PARTNERS, LTD.

AL/

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$113.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE CLUB AT GATEWAY PARTNERS, LTD.**

Pursuant to the authority of Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, constituting all of the general partners of THE CLUB AT GATEWAY PARTNERS, LTD., a Florida limited partnership (the "Partnership"), submit the following:

1. The current name of the Partnership is THE CLUB AT GATEWAY PARTNERS, LTD.
2. The date of the filing of the original Certificate of Limited Partnership of the Partnership was September 23, 2002 (the "Certificate").
3. Paragraph 3 of the Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:

"3. The names and business addresses of the general partners of the Partnership are:

CED CAPITAL HOLDINGS 2003 D, L.L.C., a Florida limited liability company
1551 Sandspur Road
Maitland, Florida 32751

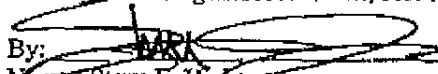
PHR GATEWAY LLC, a Florida limited liability company
2151 Quail Run Drive
Baton Rouge, Louisiana 70808 **L03-12273**

The undersigned have hereunto set their hands and seals effective as of April 3, 2003.

INCOMING GENERAL PARTNER:

PHR GATEWAY LLC, a Florida limited liability company

By: Provident Housing Resources Inc., sole member

By: 
Name: Steve J. Hicks
Title: Chairman and President

EXISTING GENERAL PARTNER:

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

By: _____
Jay P. Brock, Manager

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Jay P. Brock, Manager