

01/15/2004\*14:44 FAX 305 358 5744

Division of Corporations

WHITE & CASE, LLC

001/004

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**A02000001600**

Florida Department of State  
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TALLAHASSEE, FL 32311

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**A021600**

**LIMITED PARTNERSHIP AMENDMENT**

**GULF BAY HOTEL COMPANY, LTD.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$105.00

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JB  
FILE-04

**AMENDMENT TO THE  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
GULF BAY HOTEL COMPANY, LTD.  
a Florida limited partnership**

THE UNDERSIGNED, being all of the general partners of Gulf Bay Hotel Company, Ltd., a Florida limited partnership ("the Partnership"), whose Certificate of Limited Partnership was filed with the Florida Department of State on December 4, 2002, hereby amend said Certificate of Limited Partnership of the Partnership as follows:

Section 7 is hereby deleted in its entirety and the following is substituted therefor:

7. General Partner.

The name and business address of the General Partner is:

Gulf Bay Hotel Company, LLC ✓ MDZ-3120  
c/o Gulf Bay Management, Inc.  
3470 Club Center Boulevard  
Naples, Florida 34114-0816  
Attn: Aubrey J. Ferrao

Except as expressly provided herein, all of the terms and provisions of the Certificate of Limited Partnership shall remain in full force and effect and are hereby ratified and confirmed.

This amendment is being filed within thirty (30) days after the withdrawal of general partners, Gulf Bay Hotel, Inc., a Florida corporation, and HM I, Inc., a Florida corporation, which occurred on December 31, 2003.

The execution of this certificate by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Certificate of Limited Partnership of Gulf Bay Hotel, Ltd., this 31 day of ~~November~~, 2002.  
December, 2003.

## GENERAL PARTNER:

GULF BAY HOTEL COMPANY, LLC, a  
Delaware liability company

By: Fiddler's Creek, LLC, a Delaware  
limited liability company, its Member

By: Aubrey J. Ferrao  
Aubrey J. Ferrao, Authorized  
Representative

## WITHDRAWING GENERAL PARTNERS:

GULF BAY HOTEL, INC., a Florida  
corporation

By: Aubrey J. Ferrao  
Aubrey J. Ferrao, President

HM I, INC., a Florida corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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Fax Audit No. H04000010409

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Certificate of Limited Partnership of Gulf Bay Hotel, Ltd., this 31 day of November, 2002.  
*December, 2003*

GENERAL PARTNER:

GULF BAY HOTEL COMPANY, LLC, a  
Delaware liability company

By: Fiddler's Creek, LLC, a Delaware  
limited liability company, its Member

By: \_\_\_\_\_  
Aubrey J. Ferrao, Authorized  
Representative

WITHDRAWING GENERAL PARTNERS:

GULF BAY HOTEL, INC., a Florida  
corporation

By: \_\_\_\_\_  
Aubrey J. Ferrao, President

HMI, INC., a Florida corporation

By: *Robert R. Cohen*  
Name: Robert R. Cohen  
Title: President

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TALLAHASSEE, FLORIDA

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