

MAR. -05' 03(WED) 10:59 BILZIN, SUMBERG, ET. AL

TEL:305-374-7593

P. 001

Division of Corporations

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Account Name : BILZIN, SUMBERG DUNN BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
Phone : (305) 374-7580
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LIMITED PARTNERSHIP AMENDMENT

ST. JOHNS PHASE 2 ASSOCIATES LLLP

Certificate of Status	0
Certified Copy	1
Page Count	02
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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
ST. JOHNS PHASE 2 ASSOCIATES LLLP**

The undersigned, St. Johns Phase 2 Executive LLC, a Florida limited liability company, being the withdrawing general partner of St. Johns Phase 2 Associates LLLP, a Florida limited liability limited partnership (the "Partnership"), and St. Johns Phase 2 Associates GP LLC, a Florida limited liability company, being the newly admitted general partner of the Partnership, both of which being desirous of amending the Certificate of Limited Partnership of the Partnership, as filed with the Secretary of State of the State of Florida, hereby state as follows:

1. The name of the limited liability limited partnership is St. Johns Phase 2 Associates LLLP (the "Partnership").

2. The Partnership was formed as a limited partnership under the laws of the State of Florida on February 25, 2003, the date on which a Certificate of Limited Partnership of the Partnership was filed with the Secretary of State of the State of Florida under Document No. A03000000305. The Partnership elected to become a limited liability limited partnership under the law of the State of Florida on February 25, 2003, the date on which its Statement of Qualification was filed with the Secretary of State of the State of Florida.

3. In consideration for future services to be rendered to the Partnership, St. Johns Phase 2 Associates GP LLC, a Florida limited liability company, having a mailing address of 115 NW 167th Street, #300, North Miami Beach, Florida 33169, has been admitted as a general partner of the Partnership.

4. Immediately following the admission of St. Johns Phase 2 Associates GP LLC, as a general partner of the Partnership, St. Johns Phase 2 Executive LLC, a Florida limited liability company, having a mailing address of 115 NW 167th Street, #300, North Miami Beach, Florida 33169, then a general partner of the Partnership, withdrew as a general partner of the Partnership.

5. The partners of the Partnership have agreed to continue the business of the Partnership pursuant to Section 620.157, Florida Statutes.

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IN WITNESS WHEREOF, this Certificate of Amendment to Certificate of Limited Partnership of the Partnership has been duly executed by each of the withdrawing general partner and the newly-admitted sole general partner of the Partnership as of the 4th day of March, 2003.

WITHDRAWING GENERAL PARTNER:

St. Johns Phase 2 Executive, a Florida
limited liability company

By: 

Granvil M. Tracy, Manager

SOLE GENERAL PARTNER:

St. Johns Phase 2 Associates GP LLC, a
Florida limited liability company

By: 

Granvil M. Tracy, Manager

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