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LIMITED PARTNERSHIP AMENDMENT

GOMBINSKI PROPERTIES LIMITED PARTNERSHIP

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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TALLAHASSEE, FLORIDA

August 13, 2004

COMBINSKI PROPERTIES LIMITED PARTNERSHIP
C/O STEVEN COMBINSKI
369 8TH STREET
BROOKLYN, NY 11215

SUBJECT: COMBINSKI PROPERTIES LIMITED PARTNERSHIP
REF: A03000000350

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**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

GOMBINSKI PROPERTIES LIMITED PARTNERSHIP

Pursuant to the provisions of Section 620.109, Florida Statutes, GOMBINSKI PROPERTIES LIMITED PARTNERSHIP, a Florida limited partnership (the "Limited Partnership"), whose certificate was filed with the Florida Department of State on March 3, 2003, adopts the following certificate of amendment to its Certificate of Limited Partnership:

FIRST: The name of the Limited Partnership is GOMBINSKI PROPERTIES LIMITED PARTNERSHIP.

SECOND: The original Certificate of Limited Partnership for the Limited Partnership (the "Original Certificate") was filed on March 3, 2003.

THIRD: The Original Certificate is hereby amended by adding a new Section 9, which shall read as follows:

"9. The business and purpose of the Limited Partnership shall consist solely of the operation, renovation and disposition of the real estate project known as 900 and 904 Lincoln Road Mall, 1626, 1628 and 1630 Jefferson Avenue, Miami Beach, Miami-Dade County, Florida (the "Property") and to enter into a loan transaction ("Loan") with LaSalle Bank National Association (the "Lender") in which the Limited Partnership shall borrow certain monies in the approximate amount of Two Million Seven Hundred and Fifty Thousand Dollars and no/100 Dollars (\$2,750,000.00) from the Lender. The Limited Partnership shall, during the course of the Loan:

(a) not own, hold or acquire, directly or indirectly, any ownership interest (legal or equitable) in any real or personal property other than (i) the Property, and (ii) incidental personal property necessary for the ownership or operation of the Property;

(b) not engage in any business other than the ownership, operation and disposition of the Property;

(c) not incur any indebtedness, secured or unsecured, direct or indirect, absolute or contingent (including guaranteeing any obligation), other than (i) the Loan, and (ii) unsecured trade payables (and not evidenced by a promissory note) related to the ownership and operation of the Property and incurred in the ordinary course of business and which shall not exceed 60 days in duration from the date such trade payables are first incurred by the Limited Partnership;

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(d) maintain its assets, accounts, books, records, financial statements, stationery, invoices, and checks separate from and not commingled with any of those of any other person or entity;

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(e) conduct its own business in its own name, pay its own liabilities out of its own funds (including paying salaries of its own employees), allocate fairly and reasonably any overhead for shared employees and office space, and maintain an arm's length relationship with its affiliates;

(f) hold itself out as a separate entity, correct any known misunderstanding regarding its separate identity, and observe all organizational formalities;

(g) not guarantee or become obligated for the debts of any other entity or person or hold out its credits as being available to satisfy the obligations of others, including not acquiring obligations or securities of its partners, members or shareholders;

(h) not pledge its assets for the benefit of any other entity or person or make any loans or advances to any person or entity;

(i) not enter into any contract or agreement with any Principal, as defined in the mortgage securing the Loan, or any party which is directly or indirectly controlling, controlled by or under common control with the Limited Partnership or Principal (an "Affiliate"), except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than any Principal or Affiliate;

(j) maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and take appropriate steps to ensure business operations are properly managed;

(k) not dissolve or wind up, in whole or in part, and no member of the Limited Partnership shall seek the dissolution or winding up, in whole or in part, of the Limited Partnership, and the Limited Partnership will not merge with or be consolidated into any other entity;

(l) maintain its material assets in such a manner that it will not be costly or difficult to segregate, ascertain or identify its individual assets from those of any constituent party of the Limited Partnership, Affiliate, Principal or any other person; and

(m) obtain and maintain in full force and effect, and abide by and satisfy the material terms and conditions of, all material permits, licenses, registrations and other authorizations with or granted by any governmental authorities that may be required from time to time with respect to the performance of its obligations under the mortgage securing the Loan.

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Until such time as the Loan has been repaid in full, the Limited Partnership shall not amend, modify or terminate any of these provisions of the Limited Partnership's Certificate of Limited Partnership or Agreement of Limited Partnership without the prior written consent of the Lender."

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FOURTH: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

IN WITNESS WHEREOF, the sole general partner has executed the foregoing Certificate of Amendment to Certificate of Limited Partnership on this 11th day of August, 2004.

GOMBINSKI REALTY, INC.,
a Florida corporation

By: 
Steven Gombinski, President