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(Requestor's Name)

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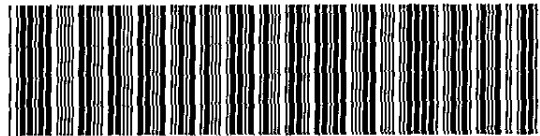
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 502673 4311473

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 113.75

ORDER DATE : March 17, 2004

ORDER TIME : 10:11 AM

ORDER NO. : 502673-010

CUSTOMER NO: 4311473

CUSTOMER: Ms. Jackie Gerstenfeld
Stearns Weaver Miller
Suite 2200, Museum Tower
150 West Flagler Street
Miami, FL 33130

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TALLAHASSEE, FLORIDA

Blanca J. L. 2nd

DOMESTIC AMENDMENT FILING

NAME: VALENCIA LAKES, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS: _____

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
VALENCIA LAKES, LTD.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 620.109 of the Florida Statutes, Valencia Lakes, Ltd., a Florida limited partnership, whose certificate was filed with the Florida Department of State on April 3, 2003, adopts the following certificate of amendment to its certificate of limited partnership:

1. Article 4 is being amended to read as follows:

The names and addresses of the General Partners of the Partnership are:

TCG Valencia Lakes, LLC
2950 S. W. 27th Avenue, Suite 200
Coconut Grove, Florida 33133

CarrFour Valencia Lakes, LLC
155 S. Miami Avenue, Suite 1150
Miami, Florida 33131

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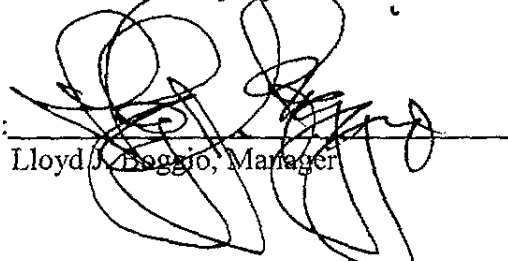
2. This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have signed this Certificate of Amendment to Certificate of Limited Partnership as General Partners pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act this 15 day of March, 2004.

CARRFOUR VALENCIA LAKES, LLC., a
Florida limited liability company, a General
Partner

By: 
Maria Pellerin Barcus, President

TCG VALENCIA LAKES, LLC., a Florida
limited liability company, a General Partner

By: 
Lloyd D. Boggio, Manager