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Florida Department of State

Division of Corporations

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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

OCEAN LAND FINANCING, LTD.

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T. Hampton OCT 12 2007

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
OCEAN LAND FINANCING, LTD.
(A Florida Limited Partnership)**

Pursuant to the provisions of Section 620.1202, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on April 16, 2003, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s):

Section 4 of the Articles of Organization is hereby amended to read in its entirety as follows:

4. The name and business address of each general partner is as follows: OCEAN LAND FINANCING SPE, L.L.C., a Florida limited liability company, One South Ocean Boulevard, Suite 204, Boca Raton, Florida 33432.

Section 6 of the Articles of Organization is hereby amended to read in its entirety as follows:

6. The latest date upon which the Partnership will dissolve is December 31, 2054.

Dated: October 8, 2007.

Signature(s) of General Partner(s):

OCEAN LAND FINANCING SPE, L.L.C.,
a Florida limited liability company

By: 

JEAN FRANCOIS ROY, Manager

By: 

MARK ISSENMAN, Manager

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