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CONTACT: KATIE WONSCH

DATE: 11/12/03

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CORP. NAME: AGRIPARTNERS LIMITED PARTNERSHIP

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|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK           | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP              | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                           | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 506735 FOR \$ 105.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

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Examiner's Initials

CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
AGRIPARTNERS LIMITED PARTNERSHIP

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Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on August 15, 2003, adopts the following certificate of amendment to its certificate of limited partnership:

WHEREAS, on March 21, 1990, Gulf View Communities Joint Venture, a Florida general partnership (the "Partnership") was formed, pursuant to the Gulf View Communities Joint Venture Agreement (the "Agreement"); and

WHEREAS, the name of the Partnership was subsequently changed to "Agripartners"; and

WHEREAS, the Partnership decided on or about August 14, 2003 to convert, pursuant to F.S. § 620.8902, from a general partnership organized under the laws of the State of Florida to a limited partnership under the laws of the State of Florida; and

WHEREAS, the then current general partners of the Partnership agreed to such conversion; and

WHEREAS, in connection with such conversion, a Certificate of Limited Partnership (the "Certificate") was filed on August 15, 2003; and

WHEREAS, because of a scrivener's error, the Certificate did not include the conversion language required by the conversion statute and did not state (as allowed by the conversion statute) that the conversion was to take place as of August 29, 2003; and

WHEREAS, the Partnership desires to file this Amendment to add the language required by the conversion statute, to make the effective date of the conversion August 29, 2003 and to ratify such conversion by the partners of the Partnership that were the general partners of prior to the conversion.

NOW, THEREFORE, the current general partner of the Partnership states as follows:

I. The Certificate shall be amended as follows:

a. Add the following as Article 9 of the Certificate:

"The Partnership has been converted from a general partnership to a limited partnership pursuant to F.S. § 620.8902."

b. Add the following as Article 10 of the Certificate:

"The former name of the Partnership was Agripartners. The name of the Partnership after the conversion is Agripartners Limited Partnership."

c. Add the following as Article 11 of the Certificate:

"The effective date of the conversion was August 29, 2003."

d. Add the following as Article 12 of the Certificate:

"The general partners of the Partnership immediately prior to the conversion were Big Beaver Limited Partnership, a Florida limited partnership and Hastings Street Limited Partnership, a Florida limited partnership."

e. Add the following as Article 13 of the Certificate:

"Big Beaver Limited Partnership and Hastings Street Limited Partnership constituted 100% of all of the partnership interests of the Partnership on August 29, 2003. 100% of the partnership interests in the Partnership on August 29, 2003 approved the conversion of the Partnership from a general partner to a limited partnership."

3. As stated in the Certificate, the sole general partner of the Partnership after the conversion is Hastings Street Inc., a Florida corporation. After the conversion, the former general partners of the Partnership, Big Beaver Limited Partnership and Hastings Street Limited Partnership, are now limited partners in the Partnership.

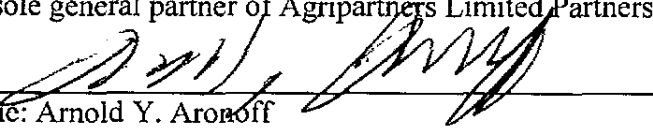
4. Big Beaver Limited Partnership and Hastings Street Limited Partnership shall remain liable as a general partner for any obligation incurred by the Partnership before August 29, 2003, the conversion date of the Partnership. The liability of Big Beaver Limited Partnership and Hastings Street Limited Partnership for Partnership obligations incurred after August 29, 2003 is that of a limited partner as provided in the Florida Revised Uniform Limited Partnership Act, as amended.

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

Under penalties of perjury we have read the foregoing and know the contents thereof and that the facts stated therein are true and correct.

Signed this 29th day of October, 2003.

Hastings Street Inc., a Florida corporation,  
the sole general partner of Agripartners Limited Partnership

By:   
Name: Arnold Y. Aronoff  
As Its: President