

Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
Phone : (305) 374-7580
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DIVISION OF CORPORATION

LIMITED PARTNERSHIP AMENDMENT

MARINA GRANDE ASSOCIATES, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$105.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**SECOND CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MARINA GRANDE ASSOCIATES, LTD.**

The undersigned, BOCA MARINA GRANDE GP, INC., a Florida corporation, being a general partner of Marina Grande Associates, Ltd., a Florida limited partnership (the "Partnership"), and SWERDLOW MARINA GRANDE 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, do hereby certify, attest and serve notice, pursuant to the provisions of Section 620.109 of the Florida Revised Uniform Limited Partnership Act, that the Certificate of Limited Partnership of the Partnership is hereby amended as follows:

FIRST: The name of the limited partnership is Marina Grand Associates, Ltd. (the "Partnership").

SECOND: The Partnership was formed as a limited partnership under the laws of the State of Florida on September 5, 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. A03000001293;

THIRD: Article 4 of the Certificate of Limited Partnership of the Partnership is amended in its entirety to read as follows:

4. The names and business addresses of the General Partners of the Partnership are as follows:

P03-97433
Boca Marina Grande GP, Inc.
321 East Hillsboro Boulevard
Deerfield Beach, Florida 33441

L04-12172
Swordlow Marina Grande GP, LLC
321 East Hillsboro Boulevard
Deerfield Beach, Florida 33441

FOURTH: This Second Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

[SIGNATURES ON FOLLOWING PAGE]

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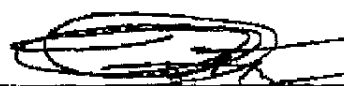
IN WITNESS WHEREOF, this Second Certificate of Amendment to Certificate of Limited Partnership of the Partnership has been duly executed by each of the general partners of the Partnership as of the 23rd day of May, 2005.

GENERAL PARTNERS:

BOCA MARINA GRANDE GP, INC.,
a Florida corporation

By: 
Name: T.R. Stuffer
Title: Vice Pres.

SWERDLOW MARINA GRANDE GP,
LLC, a Florida corporation

By: 
Name: T.R. Stuffer
Title: Vice Pres.

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