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LIMITED PARTNERSHIP AMENDMENT

GULF BAY HOSPITALITY, LTD.

Certificate of Status	0
Certified Copy	1
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AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP OF GULF BAY HOSPITALITY, LTD.

a Florida limited partnership

THE UNDERSIGNED, being all of the general partners of Gulf Bay Hospitality, Ltd., a Florida limited partnership ("the Partnership"), whose Certificate of Limited Partnership was filed with the Florida Department of State on December 31, 2003, hereby amend said Certificate of Limited Partnership of the Partnership as follows:

Section 7 is hereby deleted in its entirety and the following is substituted therefor:

7. General Partner.

The name and business address of the General Partner is:

Gulf Bay Hospitality Company, LLC WCo Gulf Bay Management, Inc. 3470 Club Center Boulevard Naples, Florida 34114-0816 Attn: Aubrey J. Ferrao

Except as expressly provided herein, all of the terms and provisions of the Certificate of Limited Partnership shall remain in full force and effect and are hereby ratified and confirmed.

This amendment is being filed within thirty (30) days after the withdrawal of general partners, Gulf Bay Hospitality, Ltd., a Florida limited partnership, and HM II, Inc., a Florida corporation, which occurred on December 31, 2003.

The execution of this certificate by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

04 JAN 15 AM 9: 29

Fax Audit No. H04000010407

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Certificate of Limited Partnership of Gulf Bay Hospitality Company, Ltd., this 2124 day of Nevember, 2002.

December, 2003

GENERAL PARTNER:

GULF BAY HOSPITALITY COMPANY, LLC, a Delaware liability company

By: Fiddler's Creek, LLC, a Delaware limited liability company, its Member

Aubrey I. Ferrao, Authorized Representative

WITHDRAWING GENERAL PARTNERS:

GB HOSPITALITY, LTD. a Florida limited partnership

Ву:	GB HOSPITALITY, INC., a Florida corporation		
	By Mily V. Juni) AK	420
	Aubrey J. Ferrao, Dresident	CHETA.	
HM II, INC., a Florida corporation			л ஊ
` By:_	·	記	9: 29
1	Name:		٠

Fax Audit No. H04000010407

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Certificate of Limited Partnership of Gulf Bay Hospitality Company, Ltd., this 30.54 day of November, 2002.

Decomber, 2003

GENERAL PARTNER:

GULF BAY HOSPITALITY COMPANY, LLC, a Delaware liability company

By: Fiddler's Creek, LLC, a Delaware limited liability company, its Member

By:
Aubrey J. Ferrao, Authorized
Representative

WITHDRAWING GENERAL PARTNERS:

GB HOSPITALITY, LTD., a Florida limited partnership

By: GB HOSPITALITY, INC., a Florida corporation

By:		\.\.\.\.\.\.\.\.\.\.\.\.\.\.\.\.\.\.\.
Aubrey J. Ferrao,	President	Λ

HM II, INC., a Florida corporation

Name: Report B. Cohen
Title: firstdent