



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  
c/o Gulf Bay Management, Inc.  
3470 Club Center Boulevard  
Naples, Florida 34114-0816  
Attn: Aubrey J. Ferrao

✓ MDZ 2/19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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AND  
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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.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Certificate of Limited Partnership of Gulf Bay Hospitality Company, Ltd., this ~~21<sup>st</sup>~~ day of ~~November, 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

By: *Aubrey J. Ferrao*  
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*  
Aubrey J. Ferrao, President

HM II, INC., a Florida corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
AND FILED

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<sup>th</sup>~~ day of November, 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

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

HM II, INC., a Florida corporation

By: *Robert B. Cohen*  
Name: Robert B. Cohen  
Title: President

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APPROVED  
AND  
FILED