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OS OCT -S PH 3: 24 ATTORNEYS' TITLE Requestor's Name 1965 Capital Circle NE, Suite A Tallahassee, FI 32308 850-222-2785 Clty/St/Zip **CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):** 1- AMERA FLAGLER 46, LTD. X Walk-in Pick-up time ASAP Certified Copy Mail-out Will wait Photocopy Certificate of Status **NEW FILINGS** AMENDMENTS Profit XXXAmendment Non-Profit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger OTHER FILINGS REGISTRATION/QUALIFICATION Annual Report Foreign Limited Partnership Fictitious Name Name Reservation Reinstatement Trademark

Examiner's Initials

Other

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF

ACCEPTANCE OF THE PARTY OF THE

AMERA FLAGLER 46, LTD., a Florida limited partnership

Pursuant to the provisions of Section 620.109, Florida Statutes, the above named Florida limited partnership (hereafter the "Partnership"), whose certificate was filed with the Florida Department of State on December 28, 2004, adopts the following certificate of amendment to its Certificate of Limited Partnership.

FIRST: Amera Associates, Inc., a Florida corporation, has been admitted to the Partnership as a new general partner.

SECOND: Amera Properties, Inc., a Florida corporation, has withdrawn as general partner.

THIRD: All partners have agreed in writing that the Partnership shall continue its business pursuant to the provisions of its Limited Partnership Agreement, notwithstanding the withdrawal of Amera Properties, Inc. as a general partner, and all partners have agreed in writing to the appointment of Amera Associates, Inc., as general partner.

FOURTH: Article 3 is amended to provide in its entirety as follows:

3. The name and address of the agent for service of process on the Partnership is Amera Associates, Inc., a Florida corporation, 2900 University Drive, Coral Springs, Florida 33065.

FIFTH: Article 4 is amended to provide in its entirety as follows:

4. The name and business address of the sole general partner is Amera Associates, Inc., a Florida corporation, 2900 University Drive, Coral Springs, Florida 33065.

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

IN WITNESS WHEREOF, this Certificate of Amendment has been executed on behalf of AMERA FLAGLER 46, LTD., as of the 15th day of September 2005.

AMERA PROPERTIES, INC., a Florida corporation, as withdrawing general partner

Ву:

George Rahael, President

AMERA ASSOCIATES, INC., a Florida corporation, as new sole general partner

Bv:

George Rahael, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for AMERA FLAGLER 46, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Amendment to Certificate of Limited Partnership, the undersigned hereby agrees to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

AMERA ASSOCIATES, INC., a Florida corporation

By:

George Rahael, President