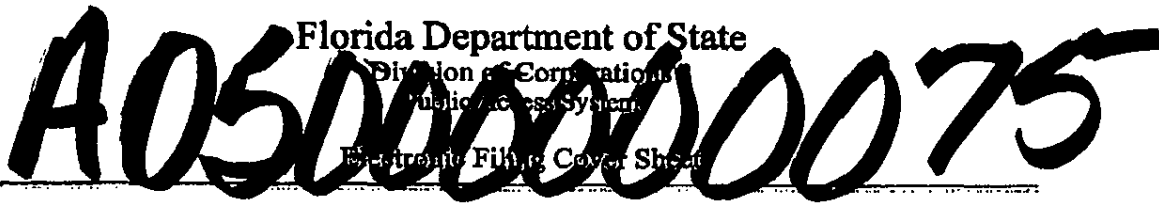


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**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
SERENITY COVE & BEACH CLUB - OCEANSIDE, LLLP**

THIS CERTIFICATE OF AMENDMENT is made this 20th day of October, 2006, by the general partners of SERENITY COVE & BEACH CLUB - OCEANSIDE, LLLP (the "Partnership"). The undersigned certify as follows:

1. The name of the limited partnership is SERENITY COVE & BEACH CLUB - OCEANSIDE, LLLP.

2. The Certificate of Limited Partnership of the Partnership was originally filed with the Florida Secretary of State on January 6, 2005.

3. Paragraph 4 of the Partnership's Certificate of Limited Partnership is hereby deleted and replaced as follows:

"4. The names and business addresses of the general partners are as follows:

- Serenity Cove GP-RR, LLC, 3250 Mary Street, Suite 500, Coconut Grove, Florida 33133
- RWR Development Company, LLC, 12500 Classic Drive, Coral Springs, Florida 33071."

4. This Certificate of Amendment is made in accordance with Section 620.109 of the Florida Statutes.

GENERAL PARTNERS:

RWR Development Company, LLC, a Florida limited liability company, general partner

By: 

Marvin J. Rappaport, Manager

Serenity Cove GP-RR, LLC, a Florida limited liability company, general partner

By: _____

Randy E. Rieger, Manager

WITHDRAWING GENERAL PARTNER:

Serenity Cove GP-SM, LLC, a Florida limited liability company, withdrawing general partner

By: _____

Jane Marcus, Manager

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4. This Certificate of Amendment is made in accordance with Section 620.109 of the Florida Statutes.

GENERAL PARTNERS:

RWR Development Company, LLC, a Florida limited liability company, general partner

By: Marvin J. Rapoport, Manager

Serenity Cove GP-RR, LLC, a Florida limited liability company, general partner

By: Randy E. Rieger, Manager

WITHDRAWING GENERAL PARTNER:

Serenity Cove GP-SM, LLC, a Florida limited liability company, withdrawing general partner

By: Jane Marcus, Manager

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RWR Development Company, LLC, a Florida limited liability company, general partner

By: _____
Marvin J. Rappaport, Manager

Serenity Cove GP-RR, LLC, a Florida limited liability company, general partner

By: _____
Randy E. Rieger, Manager

WITHDRAWING GENERAL PARTNER:

Serenity Cove GP-SM, LLC, a Florida limited liability company, withdrawing general partner

By:  _____
Jane Marcus, Manager

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