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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

SPG OPPORTUNITY FUND, LTD.

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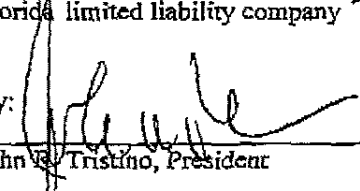
**CERTIFICATE OF AMENDMENT  
TO CERTIFICATE  
OF LIMITED PARTNERSHIP  
OF  
SPG OPPORTUNITY FUND, LTD., A FLORIDA LIMITED  
PARTNERSHIP**

Pursuant to the provisions of section 620.1202, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on February 15, 2005, adopts the following certificate of amendment to its certificate of limited partnership:

- FIRST:** SPG Opportunity Fund, Ltd. changes the general partner of the partnership to Ashton Management Group, LLC. *2700 N. Military Trail, Suite 500 Boca Raton, Fl. 33431*
- SECOND:** This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

IN WITNESS WHEREOF, the parties hereto have duly executed this Certificate of Amendment on this 19 day of June 2006.

**FORMER GENERAL PARTNER:**  
Asset Management Group, LLC, a  
Florida limited liability company

By:   
John R. Tristino, President

**NEW GENERAL PARTNER:**  
Ashton Management Group, LLC, a  
Florida limited liability company

By:   
John R. Tristino, President

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