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CORP. NAME: SARABAY ASSOCIATES, L.L.L.P.

( ) ARTICLES OF INCORPORATION (XX) ARTICLES OF AMENDMENT ( ) ARTICLES OF DISSOLUTION

( ) ANNUAL REPORT ( ) TRADEMARK/SERVICE MARK ( ) FICTITIOUS NAME

( ) FOREIGN QUALIFICATION ( ) LIMITED PARTNERSHIP ( ) LIMITED LIABILITY

( ) REINSTATEMENT ( ) MERGER ( ) WITHDRAWAL

( ) CERTIFICATE OF CANCELLATION

( ) OTHER:

STATE FEES PREPAID WITH CHECK# 518878 FOR $ 105.00.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: $**_____

PLEASE RETURN:

(XX) CERTIFIED COPY ( ) CERTIFICATE OF GOOD STANDING ( ) PLAIN STAMPED COPY

( ) CERTIFICATE OF STATUS

Examiner's Initials

AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SARABAY ASSOCIATES, L.L.L.P.,
a Florida limited liability limited partnership

formally,
SARABAY ASSOCIATES, LTD.
a Florida limited partnership

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The undersigned, constituting the general partners of SARABAY ASSOCIATES, L.L.L.P., a Florida limited liability limited partnership, whose Certificate of Limited Partnership was filed with the Secretary of State, State of Florida on April 13, 2005, hereby amends said Certificate of Limited Partnership of SARABAY ASSOCIATES, L.L.L.P., a Florida limited liability limited partnership, as follows:

1. Paragraphs 1 through 5 are hereby amended in their entirety to read as follows:

   1. The name of the Partnership is:

      SARABAY ASSOCIATES, L.L.L.P

   2. The mailing address of the Partnership is:

      1991 Main Street, Suite 208
      Sarasota, Florida 34236

   3. The principal office address of the Partnership is:

      1991 Main Street, Suite 208
      Sarasota, Florida 34236

   4. The name and address of the registered agent of the Partnership is:

      Wayne M. Ruben
      1991 Main Street, Suite 208
      Sarasota, Florida 34236

   5. The name and address of the managing general partner of the Partnership is:

      Ruben-Holland Legends Bay, LLC
      1991 Main Street, Suite 208
      Sarasota, Florida 34236

L06000083770

2. 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.

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

IN WITNESS WHEREOF, the undersigned general partners of the Partnership have consented to the execution of this Amendment to the Certificate of Limited Partnership of SARABAY ASSOCIATES, L.L.L.P., a Florida limited liability limited partnership, on this 5 day of October 2006.

WITNESSES:

Print Name SHAYNE A. BOGGS

Print Name Jeffery B. McNeal

David S. Band

"CURRENT MANAGING GENERAL PARTNER"

WITNESSES:

Print Name Cindy C. Flora

Print Name SHAYNE A. BOGGS

Ruben-Holland Legends Bay, LLC, a Florida limited liability company

By: Wayne M. Ruben, as its Manager

"NEW MANAGING GENERAL PARTNER"

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

SARABAY ASSOCIATES, L.L.L.P.,
a Florida limited liability limited partnership

Having been named to accept service of process for SARABAY ASSOCIATES, L.L.L.P., a Florida limited liability limited partnership, at the place designated in the foregoing Amendment to the Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192 of the Florida Statutes.

Date: 10/5/06

Wayne M. Ruben
"REGISTERED AGENT"