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## LIMITED PARTNERSHIP AMENDMENT

## ALV COCONUT POINT, LLLP

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 14, 2005

BILZIN, SUMBERG BAENA

SUBJECT: ALV COCONUT POINT, LLLP  
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CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
AND  
STATEMENT OF QUALIFICATION  
OF  
ALV COCONUT POINT, LLLP

The undersigned, TP&D Development, LLC, a Florida limited liability company (the "New GP"), as the new general partner of ALV COCONUT POINT, LLLP, a Florida limited liability limited partnership (the "Partnership"), and Granvil M. Tracy, an individual, being the withdrawing general partner of the Partnership, being desirous of amending the Certificate of Limited Partnership of the Partnership and the State of Qualification for Florida Limited Liability Limited Partnership of the Partnership as filed with the Secretary of State of the State of Florida, hereby state as follows:

1. The name of the limited liability limited partnership is ALV COCONUT POINT, LLLP (the "Partnership").
2. The Partnership was formed as a limited partnership under the law of the State of Florida on July 19, 2005, the date on which its Certificate of Limited Partnership was filed with the Secretary of State of the State of Florida under Document No. H05000171308. The Partnership elected to become a limited liability limited partnership under the law of the State of Florida on July 20, 2005, the date on which its Statement of Qualification was filed with the Secretary of State of the State of Florida.
3. Granvil M. Tracy, an individual having a mailing address of One SE 3<sup>rd</sup> Avenue, Suite 3100, Miami, Florida 33131, has withdrawn as the general partner of the Partnership.
4. The New GP states that the partners of the Partnership have agreed to continue the business of the Partnership pursuant to Section 620.157, Florida Statutes.
5. The principal office and mailing address of the Partnership are 125 N. Airport Road, Suite 202, Naples, Florida 34104.
6. The registered office of the Partnership, which heretofore has been One SE 3<sup>rd</sup> Avenue, Suite 3100, Miami, Florida 33131, is hereby changed to 125 N. Airport Road, Suite 202, Naples, Florida 34104, and the registered agent of the Partnership, which heretofore has been Granvil Tracy, an individual, is hereby changed to TP&D Development, LLC, a Florida limited liability company. The address of the newly designated registered agent for the Partnership is identical to the address of the newly designated registered office of the Partnership.
7. This Certificate of Amendment may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, this Certificate of Amendment to Certificate of Limited Partnership of the Partnership has been duly executed by each of the new general partner and the withdrawing general partner of the Partnership as of the \_\_\_ day of October, 2005.

## NEW GENERAL PARTNER:

TP&D DEVELOPMENT, LLC,  
a Florida limited liability company

LOS-105433

By: Name: Thomas D. Flood  
Title: Manager

## WITHDRAWING GENERAL PARTNER:

  
Granville M. Tracy

## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, who has been designated as registered agent for ALV Coconut Point, LLP, a Florida limited liability limited partnership (the "Partnership"), in the foregoing Certificate of Amendment to Certificate of Limited Partnership and Statement of Qualification of the Partnership, hereby agrees that it will accept service of process for and on behalf of the Partnership and it will comply with any and all laws, including, without limitation, Section 620.182, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability limited partnership.

Dated: October \_\_, 2005.

TP&D DEVELOPMENT, LLC,  
a Florida limited liability companyBy: Name: Thomas D. Flood  
Title: Manager

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