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LIMITED PARTNERSHIP AMENDMENT

LNR HERITAGE HARBOUR, LTD.

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**STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP OF
LNR HERITAGE HARBOUR, LTD.**

1. The name of the limited partnership as identified in the records of the Florida Department of State is LNR HERITAGE HARBOUR, LTD.
2. The limited partnership adopts the suffix "LLLP" and, upon the filing of this Statement of Qualification, the name of this entity shall be LNR HERITAGE HARBOUR, LLLP.
3. The street address of the limited partnership's principal office in Florida and its chief executive office is:

1601 Washington Avenue
Suite 800
Miami Beach, Florida 33139.

4. The limited partnership hereby elects to be a limited liability limited partnership.
5. The effective date of this filing shall be as of the date that this document is filed with the Florida Secretary of State.
6. The name and Florida street address of the limited partnership's agent for service of process required to be maintained pursuant to Section 620.105, Florida Statutes, as amended, are:

LNR Heritage Harbour GP, LLC,
a Florida limited liability company
1601 Washington Avenue
Suite 800
Miami Beach, Florida 33139.

The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed as of the 29th day of August, 2005. SOLE GENERAL PARTNER:

LNR HERITAGE HARBOUR GP, LLC, a
Florida limited liability company

By: //s/ Zena M. Dickstein
Zena M. Dickstein, Vice President

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