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Non-Profit	Resignation of R.A., Officer/Di	rector	
Limited Liability	Change of Registered Agent		
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OTHER FILINGS	REGISTRATION/QUALIFICATI	ON T	
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Examiner's Initials

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF

AMERA FINANCIAL PLAZA, LTD., a Florida limited partnership



Pursuant to the provisions of Section 620.1202, Florida Statutes, the above named Florida limited partnership (hereafter the "Partnership"), whose certificate was filed with the Florida Department of State on November 17, 2005, adopts the following certificate of amendment to its Certificate of Limited Partnership.

FIRST: Amera FP, Inc., a Florida corporation, has been admitted to the Partnership as a new general partner.

SECOND: Amera Properties, Inc., a Florida corporation, has withdrawn as general partner.

THIRD: All partners have agreed in writing that the Partnership shall continue its business pursuant to the provisions of its Limited Partnership Agreement, notwithstanding the withdrawal of Amera Properties, Inc. as a general partner, and all partners have agreed in writing to the appointment of Amera FP, Inc., as general partner.

FOURTH: Article 3 is amended to provide in its entirety as follows:

3. The name and address of the agent for service of process on the Partnership is Amera FP, Inc., a Florida corporation, 2900 University Drive, Coral Springs, Florida 33065.

FIFTH: Article 4 is amended to provide in its entirety as follows:

4. The name and business address of the sole general partner is Amera FP, Inc., a Florida corporation, 2900 University Drive, Coral Springs, Florida 33065.

SIXTH: This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

IN WITNESS WHEREOF, this Certificate of Amendment has been executed on behalf of AMERA FINANCIAL PLAZA, LTD., as of the 23 day of December, 2005.

AMERA PROPERTIES, INC., a Florida corporation, as withdrawing general partner

George Rahael, President

AMERA FP, INC., a Florida corporation, as new sole general partner

George Rahael, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for AMERA FINANCIAL PLAZA, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Amendment to Certificate of Limited Partnership, the undersigned hereby agrees to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

AMERA FP, INC., a Florida corporation

George Rahael, President