

Division of Corporations

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Florida Department of State
Division of Corporations
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Division of Corporations
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From: GAIL S. ANDRE'

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
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PLEASE ARRANGE FILING OF THE ATTACHED CERTIFICATE OF AMENDMENT AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER

LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION

MAYAN ZMG WILLOWS, LLLP

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAYAN ZMG WILLOWS, LLLP**

The undersigned newly admitted General Partner of MAYAN ZMG WILLOWS, LLLP, a Florida limited liability limited partnership (the "Partnership"), pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Section 620.109, Florida Statutes, hereby makes and files with the Florida Department of State this Certificate of Amendment to Certificate of Limited Partnership for the purpose of amending the Certificate of Limited Partnership of the Partnership as originally filed with the Florida Department of State on April 24, 2006 and assigned limited partnership number A06000000560 and which Certificate of Limited Partnership was corrected by the filing of a Certificate of Correction filed on June 15, 2006.

1. Mayan Willows, LLLP, a Florida limited liability limited partnership ("Mayan") and ZMG Willows, LLC, a Florida limited liability company ("ZMG"), as the original General Partners of the Partnership, have assigned their general partnership interest in the Partnership to GPR McKinley Manager, LLC, a Michigan limited liability company, which has been admitted as the new General Partner of the Partnership, and Mayan and ZMG have withdrawn as the General Partners. Accordingly, the General Partner of the Partnership is GPR McKinley Manager, LLC, whose address is 320 N. Main Street, Ann Arbor, Michigan 48104. This has occurred effective as of June 21, 2006.

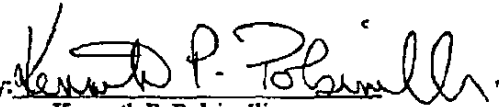
2. This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

EFFECTIVE as of August 25 2006.

GENERAL PARTNER:

GPR MCKINLEY MANAGER, LLC
a Michigan limited liability company

By: McKinley Associates, Inc., a
Michigan corporation, its manager

By: 
Name: Kenneth P. Polsinelli
Its: Executive Vice President