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PP/D LP AMENDMENT/RESTATEMENT/CORRECTION

CLUB AT EUSTIS PARTNERS, L.L.P.

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**AMENDMENT TO CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP
OF CLUB AT EUSTIS PARTNERS, L.L.L.P.**

Pursuant to the authority of Section 620.1202 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, constituting the general partner of CLUB AT EUSTIS PARTNERS, L.L.L.P., a Florida limited liability limited partnership (the "Partnership"), submit the following:

1. The current name of the Partnership is CLUB AT EUSTIS PARTNERS, L.L.L.P.
2. The date of the filing of the original certificate of limited partnership of the Partnership was June 29, 2006 (the "Certificate").
3. Paragraph 1 of the Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:
"1. The name of the Partnership shall be CLUB AT EUSTIS PARTNERS, LTD. (the "Partnership")."
4. Paragraph 6 of the Certificate, which reads as set forth below, is hereby deleted in its entirety.
"6. The Partnership hereby elects to be a limited liability limited partnership."

The undersigned have hereunto set their hands and seals effective as of November 24, 2006.

GENERAL PARTNER:

CLUB AT EUSTIS MANAGERS, L.L.C., a Florida limited liability company

By: _____

Paul M. Missigman, Manager

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