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COR AMND/RESTATE/CORRECT OR O/D RESIGN

MTW-WHITEHALL, L.P.

Certificate of Status	0
Certified Copy	1
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NO. 167 P. 2  
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**AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP OF  
MTW-WHITEHALL, L.P.**

Pursuant to the provisions of 620.109, Florida Statutes, MTW-WHITEHALL, L.P., a Florida limited partnership, which Certificate was filed with the Florida Department of State on March 26, 2007, and assigned document number A07000000491, hereby amends its Certificate of Limited Partnership as follows:

1. The latest date upon which the Limited Partnership is to be dissolved is hereby extended to December 31, 2038.
2. PDG-IV, Inc., a Florida corporation is hereby replaced as the General Partner of the limited partnership and PDG-SC, Inc., a Florida corporation, shall henceforth be the sole General Partner.

This Certificate of Limited Partnership is duly executed by the sole General Partner of the Partnership and is being filed in accordance with provision 620.109, Florida Statutes, and to the extent modified, supersedes the original Certificate of Limited Partnership.

IN WITNESS WHEREOF, the undersigned, has hereunto set the undersigned's hand and seal this 27 day of March, 2007, for the purpose of amending the Certificate of Limited Partnership.

PDG-SC, INC., a Florida corporation

By:   
Spiro A. Comitos, Vice President

**JOINDER OF THE WITHDRAWAL OF THE GENERAL PARTNER**

The undersigned, joins solely to confirm its withdrawal as General Partner of the limited partnership of MTW-Whitehall, L.P., a Florida limited partnership.

MTW-WHITEHALL, L.P., a Florida limited partnership

By: PDG-IV, INC., a Florida corporation

By:   
Spiro A. Comitos, Vice President

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