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GRIMES, GOEBEL ET AL OF CORPORATIONS

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ACCT#: 072460000742

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NAME: OLD HYDE PARK VILLAGE CENTER, LTD.

AUDIT NUMBER.....H98000024159

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..0

PAGES..... 4

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**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED
PARTNERSHIP OF
OLD HYDE PARK VILLAGE CENTER,
LTD.**

The undersigned, Amlea (Florida), Inc., OHP Holdings, Inc., and Eileen F. Letsch, as Trustee of the OHP Holdings Liquidating Trust being duly sworn, depose and say that:

1. They are the general partner, withdrawing limited partner, and substitute limited partner, respectively, of Old Hyde Park Village Center, Ltd., a Florida limited partnership ("Partnership").
2. The following Articles of the Certificate of Limited Partnership, which was originally filed on March 6, 1980, and amended on June 11, 1980, February 18, 1981, April 21, 1981, twice on April 8, 1985, and on March 4, 1993, are hereby amended in their entirety to read as follows:

III

Principal Office; Registered Agent

The mailing address of the principal office of this partnership is 102 Nocossa Circle, Jupiter, Florida 33458. The resident agent for service of process on this partnership is Leslie H. Gladfelter. Her address is 1023 Manatee Avenue West, Bradenton, Florida, 34205.

IV

Name and Address of General Partner

The name and address of the General Partner of the Partnership is Amlea (Florida), Inc., a Florida corporation, 102 Nocossa Circle, Jupiter, Florida 33458.

V

Name and Address of Limited Partner

The sole Limited Partner of the Partnership is Eileen F. Letsch, as Trustee of the OHP Holdings Liquidating Trust, a liquidating trust organized under the laws of Florida, 102 Nocossa Circle, Jupiter, Florida, 33458.

X

Share of Profit by Limited Partner

The Limited Partner shall share in the profits in accordance with the following percentage: 99.9%

Leslie H. Gladfelter, Attorney/FL Bar #307777
Grimes Goebel Grimes Hawkins & Gladfelter, P.A.
1023 Manatee Avenue West, Bradenton, Florida 34205
941-748-0151 Fax 941-748-0158 H98000024159

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GRIMES, GOEBEL ET AL

NO. 9894 P. 3

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Dated as of ^{the} ~~this~~ 28 day of December, 1998.

Signed, sealed and delivered in the
presence of:

Arlene J. Canty
Print name: ARLENE J. CANTY

Regina Mantz
Print name: Regina Mantz

Arlene J. Canty
Print name: ARLENE J. CANTY

Regina Mantz
Print name: Regina Mantz

Mari Paris
Print name: MARI PARRIS

Print name: _____

Amlea (Florida), Inc., a Florida
corporation

By: *Eileen F. Letsch*
Eileen F. Letsch,
its Vice President

Eileen F. Letsch, as Trustee of the OHP
Holdings Liquidating Trust

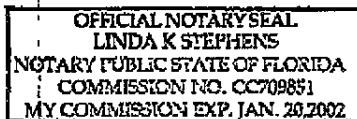
By: *Eileen F. Letsch*
Eileen F. Letsch,
Trustee

OHP Holdings, Inc., a Florida
corporation

By: *Gordon C. Gray*
Gordon C. Gray,
its President

STATE OF FLORIDA
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me on this the 28th day of
December, 1998, by Eileen F. Letsch, the Vice President of Amlea (Florida), Inc., a Florida
corporation, who is personally known to me.



Linda K. Stephens
Notary Public
Linda K. Stephens
Printed Name of Notary

Serial Number, if any

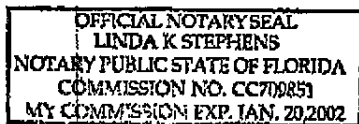
My commission expires:

H98000024159

98000024159

STATE OF FLORIDA
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me on this the 23rd day of December, 1998, by Eileen F. Letsch, as Trustee of the OHP Holdings Liquidating Trust, who is personally known to me.



Linda K. Stephens
Notary Public
Linda K. Stephens
Printed Name of Notary

Serial Number, if any

My commission expires:

PROVINCE OF ONTARIO
CITY OF TORONTO

The foregoing instrument was acknowledged before me on this the 18th day of December, 1998, by Gordon C. Gray, the President of OHP Holdings, Inc., a Florida corporation, who is personally known to me.

David Kavanagh
Notary Public
DAVID KAVANAGH
Printed Name of Notary

Serial Number, if any

David John Kavanagh
Notary Public in and for the Province of Ontario
Barrister and Solicitor

My commission expires:

not applicable

L:\OHP\post-closing\Cert of Amendment.rev.wpd\lbg\December 17, 1998

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