

Division of Corporations

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A13298

Florida Department of State
Division of Corporations
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Sandra B. Mortham, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Kyle L. WhiteJohnson
Account Name : CNL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 648-8920

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LIMITED PARTNERSHIP AMENDMENT

HERONWOOD INVESTORS, LTD.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$105.00

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CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
HERONWOOD INVESTORS, LTD.

The undersigned General Partner of HERONWOOD INVESTORS, LTD., a Florida limited partnership (the "Partnership"), pursuant to the provisions of Section 620.109, Florida Statutes, hereby makes, executes and files with the Secretary of State of the State of Florida this Certificate of Amendment to Certificate of Limited Partnership. The original Certificate of Limited Partnership, was filed with the Secretary of State of the State of Florida on October 13, 1982 and assigned document number A13298, and subsequently amended and restated on August 1, 1984.

FIRST: Name of Partnership. The name of the Partnership is HERONWOOD INVESTORS, LTD.

SECOND: Amendment. James M. Seneff, Jr., was admitted as a General Partner of the Partnership. Accordingly, Paragraph 2.6 of the Amended and Restated Limited Partnership Certificate and Agreement, is hereby amended to read:

4. NAME AND BUSINESS ADDRESS OF THE GENERAL PARTNER(S):

JAMES M. SENEFF, JR.
400 E. South Street
Orlando, FL 32801

ROBERT A. BOURNE
400 E. South Street
Orlando, FL 32801

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This document was prepared by:
Kyle L. WhiteJohnson
CNL Group, Inc.
400 East South Street, Suite 500
Orlando, Florida 32801
407/650-1000

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

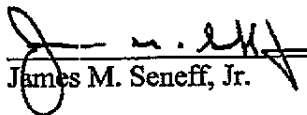
EXECUTED this 23 day of December, 1998.

GENERAL PARTNER:



Robert A. Bourne

ADMITTED GENERAL PARTNER:



James M. Seneff, Jr.

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