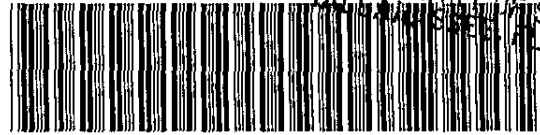


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TALLAHASSEE, FLORIDA



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FACSIMILE TRANSMISSION

TO: Agnes
FAX NO.: 850-245-6030
FROM: April A. Turner
DATE: 2/22/2006
TIME: 2:03 PM

MESSAGE: Per our conversation, attached please find a copy of the cleared check that is in reference to 300 Pine Island Associates, Ltd. I have also attached a copy of the letter that was sent to you with this check, dated January 12, 2006. If you have any questions, please call me at anytime.

THIS FACSIMILE TRANSMISSION CONSISTS OF THIS COVER PAGE, PLUS 4 ADDITIONAL PAGES.

PLEASE NOTIFY THE SENDER IMMEDIATELY IF NOT RECEIVED PROPERLY.

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TALLAHASSEE, FLORIDA

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Road, Suite 308
Tallahassee, Florida 32322
Telephone: 904-387-0088
Facsimile: 904-382-9008

Kenneth W. Shapiro
kshapiro@lawshapiro.com

January 12, 2006

Florida Secretary of State
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: 300 Pine Island Associates, Ltd. (document number A13847)

Dear Sir or Madam:

Enclosed please find a Certificate of Amendment for the above-referenced limited partnership, along with our check in the amount of \$52.50 to cover the filing fee for such amendment.

Please contact the undersigned with any questions or comments.

Sincerely,

Kenneth W. Shapiro

KWS:hs
Enclosures

**CERTIFICATE OF AMENDMENT TO THE AMENDED
AND RESTATED LIMITED PARTNERSHIP AGREEMENT
AND CERTIFICATE OF LIMITED PARTNERSHIP OF
300 PINE ISLAND ASSOCIATES, LTD.**

FILED

2006 Jan 17 A 11:

SECRETARY OF STA
TALLAHASSEE, FLOR

PARTNERSHIP NAME

The name of the limited partnership to which this document applies is 300 Pine Island Associates, Ltd.

DATE OF FILING CERTIFICATE OF LIMITED PARTNERSHIP

The original Agreement and Certificate of Limited Partnership of 300 Pine Island Associates, Ltd. was filed with the office of the Secretary of State for the State of Florida on January 14, 1983, and the Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership of 300 Pine Island Associates, Ltd. was filed with the office of the Secretary of State for the State of Florida on June 8, 1983

AMENDMENT

The Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership of 300 Pine Island Associates, Ltd., as previously amended, is hereby further amended as follows:

Section 1.6 is hereby deleted in its entirety, and is replaced with the following:

1.6 "Managing General Partner" shall mean and refer to Allen I. Morris, in his capacity as General Partner so long as he shall be a General Partner and be willing and/or able to serve in said capacity, and thereafter shall mean such person as shall be designated as successor "Managing General Partner" pursuant to Section 9.5 of this Agreement.

Section 9.5 is hereby deleted in its entirety, and is replaced with the following:


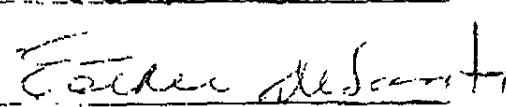
9.5 In the event of a Withdrawal of the Managing General Partner, or in the event the Managing General Partner does not withdraw as a General Partner but is no longer willing and/or able to serve as the Managing General Partner, a majority of the General Partners shall select from among the Partners a successor Managing General Partner. In the event a majority of the General Partners cannot agree on a successor Managing General Partner within twenty (20) days of the event giving rise to the need for selection of a successor, each General Partner shall, within ten (10) days thereafter, propose one Partner to serve as successor Managing General Partner, and a ballot containing the names of those Partners so proposed to serve as successor Managing General Partner shall

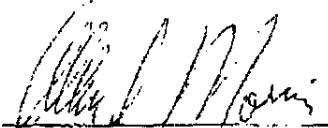
forthwith be submitted to the Limited Partners. The Limited Partners shall have fourteen (14) days in which to return their ballots, and the votes of the Limited Partners shall be weighted in accordance with the number of Units owned by each respective Limited Partner (the vote of a Limited Partner owning one Unit counting once, the vote of a Limited Partner owning two Units counting twice, and so on). The Partner receiving the most Limited Partner votes at the end of the fourteen (14) day voting period shall become successor Managing General Partner immediately upon said Partner's acceptance of said designation in writing. If the Partner so selected fails to accept said designation in writing within ten (10) days after the end of the voting period, the process shall be repeated until a designated Partner timely accepts said designation in writing. If the Partner selected as successor Managing General Partner timely accepts said designation in writing, and was not, prior to said acceptance, a General Partner, said Partner shall thereupon become a General Partner (in addition to becoming Managing General Partner), and shall be deemed to have received from the departing Managing General Partner's general partnership interest in the Partnership, on the date of acceptance, a one percent (1%) general partner interest in the Partnership.

In all other respects, the Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership of 300 Pine Island Associates, Ltd., as previously amended, shall remain in full force and effect.

In witness whereof, the undersigned has executed this Certificate of Amendment as of the 11th day of January, 2006.

Witnesses:


 Allen I. Morris,
 Managing General Partner