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Sugar Island Associates, Ltd.

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FOURTH AMENDMENT TO THE MAY 6, 1983
CERTIFICATE OF LIMITED PARTNERSHIP OF
SUGAR ISLAND ASSOCIATES, LTD.
(FLORIDA)

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A Certificate for Limited Partnership for SUGAR ISLAND ASSOCIATES, LTD. (the "Partnership") was filed on May 6, 1983 with the Secretary of State of Florida. An Amended and Restated Certificate of Limited Partnership was filed on June 29, 1984 with the Secretary of State of Florida. A First Amendment to the Amended and Restated Certificate of Limited Partnership ("First Amendment") was filed on October 18, 1984 with the Secretary of State of Florida. A Second Amendment to the Amended and Restated Certificate of Limited Partnership ("Second Amendment") was filed on October 24, 1984 with the Secretary of State of Florida. A Third Amendment to the Amended and Restated Certificate of Limited Partnership was filed on December 19, 1984 with the Secretary of State of Florida ("Third Amendment"). This Fourth Amendment to the Certificate of Limited Partnership is made and entered into by the undersigned this April 25, 2006. The undersigned certifies that

1. The Amended and Restated Certificate of Limited Partnership filed with the Secretary of State of Florida on May 6, 1983 is hereby ratified and confirmed as being in full effect except as modified in the First Amendment, Second Amendment and Third Amendment, and except as modified herein.

2. All limited partnership interests in the Partnership have been sold and transferred on the date hereof to ANNALY BAY DEVELOPMENT, LLC, a limited liability company formed under the laws of the United States Virgin Islands having an address at 15065 McGregor Boulevard, Suite 105, Fort Meyers, Florida 33908; and Annaly Bay Development, LLC has thereby become the sole limited partner of the Partnership with all of the rights, duties, liabilities and obligations associated therewith.

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3. All general partnership interests in the Partnership have been sold and transferred on the date hereof to ANNALY BAY COPORATION, a Florida corporation having an address at 15065 McGregor Boulevard, Suite 105, Fort Meyers, Florida 33908; and Annaly Bay Corporation has thereby become the sole general partner of the Partnership with all of the rights, duties, liabilities and obligations associated therewith. Accordingly, Delray Land, Inc. is no longer a general partner of the Partnership.

4. The transfers of limited partnership and general partnership interests described in paragraphs 2 and 3 hereof were executed such that, at all times, the Partnership has had at least one limited partner and one general partner.

5. The general partner has executed this Certificate on behalf of the limited partners, pursuant to the a power of attorney granted to it under the Partnership's Amended Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned general partner has executed this Certificate.

ATTEST:

GENERAL PARTNER:

ANNALY BAY CORPORATION

By: _____

Name: [Signature]
Title: Secretary

By: _____

Name: [Signature]
Title: [Signature]

STATE OF Florida

COUNTY OF Collier

Sworn to and subscribed before me this 25 day of April, 2006.

[Signature]

Notary Public

(affix seal)



Teresa Marie Jackson
My Commission DD362051
Expires December 10, 2006