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ACCOUNT NO. : 072100000032  
REFERENCE : 504863 4330594  
AUTHORIZATION : Patricia Pygott  
COST LIMIT : \$ 105.00

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 AUG 21 PM 4:27

ORDER DATE : August 21, 1997

ORDER TIME : 1:43 PM

ORDER NO. : 504863-010

600002274206--2

CUSTOMER NO: 4330594

CUSTOMER: Justin Wilson, Legal Assistant  
Adorno & Zeder, P.a.  
Suite 1600  
2601 South Bayshore Drive  
Miami, FL 33133

DOMESTIC AMENDMENT FILING

NAME: GROVE HILL, LTD

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

NEED TODAY -  
if possible  
97 AUG 21 PM 3:38  
DIVISION OF CORPORATIONS  
8/21/97  
B/K

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
GROVE HILL, LTD.**

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The undersigned, being the sole general partner of GROVE HILL, LTD., a Florida limited partnership (the "Partnership"), pursuant to Section 620.109 of the Florida Statutes, does hereby certify:

- FIRST: The name of the limited partnership is GROVE HILL, LTD.
- SECOND: The Certificate of Limited Partnership of the Partnership (the "Certificate"), was filed with the Department of State of Florida, Division of Corporations on March 12, 1985.
- THIRD: Schedule "A" to the Certificate, as amended to date, be and it hereby is replaced in its entirety by the attached Schedule "A".
- FOURTH: In all other respects, the Certificate, as amended to date, remains in full force and effect, and unmodified.
- FIFTH: The foregoing amendment was adopted by the sole general partner of the Partnership by written consent dated January 23, 1997.

**IN WITNESS WHEREOF**, the undersigned general partner of the Partnership has executed this Certificate of Amendment this 23rd day of January, 1997.

MILBURY MANAGEMENT, INC.,  
General Partner

By:   
Manuel D. Medina, President

**SCHEDULE "A"**

**GROVE HILL, LTD.  
PARTNER CAPITAL CONTRIBUTIONS  
AND PARTNERSHIP PERCENTAGE INTERESTS**

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The names and addresses of the Partners and their Partnership Interests are as indicated on this Schedule "A":

Name and Business Address:

Milbury Management, Inc.  
2601 S. Bayshore Drive  
Suite 1600  
Miami, Florida 33133

Partnership Percentage Interest:

General Partner - 1%

Name and Business Address:

Manuel D. Medina  
2601 S. Bayshore Drive  
Suite 1600  
Miami, Florida 33133

Partnership Percentage Interest:

Limited Partner - 99%