

**A 19547**

Florida Department of State  
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**LP/LLP AMENDMENT/RESTATEMENT/CORRECTION  
PALM SPRINGS MILE ASSOCIATES, LTD.**

Certificate of Status	0
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**CERTIFICATE OF AMENDMENT**  
**TO**  
**AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**PALM SPRINGS MILE ASSOCIATES, LTD.**  
**(a Florida limited partnership)**

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on March 21, 1985, adopts the following certificate of amendment to its certificate of limited partnership.

**FIRST:** Amendment(s): indicate article number(s) being amended, added or deleted)

Article THREE of the Agreement and Certificate of Limited Partnership shall be amended as follows:

"The principal office of the Partnership shall be c/o Philips International Holding Corp., Madison Avenue, New York, New York 10017, or at such other location as the General Partner, in its sole discretion, may from time to time designate."

Article FOUR of the Agreement and Certificate of Limited Partnership shall be amended as follows:

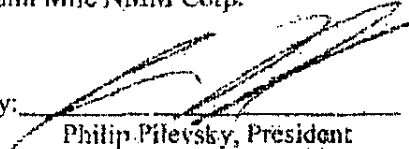
"SL Florida LLC hereby withdraws as sole General Partner of Palm Springs Mile Associates Ltd. The name of the new General Partner is Palm Springs Mile GP LLC. The name and address of the new General Partner of the partnership is as follows:

<u>General Partner</u>	<u>Address</u>
Palm Springs Mile GP LLC	295 Madison Avenue, 2 <sup>nd</sup> Floor NY, NY 10017

**SECOND:** This certificate of Amendment shall be effective at the time of its filing with the Florida Department of State

**THIRD:** Signature(s)

Signature of former general partner: SL FLORIDA LLC  
 By: Palm Mile NMM Corp.

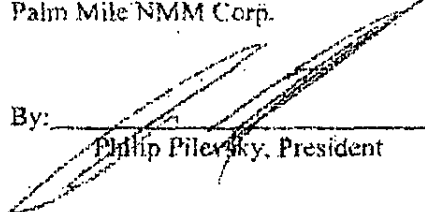
By:   
 Philip Pilevsky, President

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Signature of new general partner:

PALM SPRINGS MILE GP LLC

By: Palm Mile NMM Corp.

By:   
Philip Pilevsky, President

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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