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A24217

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LIMITED PARTNERSHIP AMENDMENT

S. K. PARTNERS II, LIMITED

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**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
S.K. PARTNERS II, LIMITED
(Document Number: A24217)**

THIS CERTIFICATE OF AMENDMENT is made this 14 day of February, 2005, by Market Place Stuart LLC, a Florida limited liability company, as the general partner of S.K. PARTNERS II, LIMITED (the "Partnership"). The undersigned certify as follows:

1. The name of the limited partnership is S.K. PARTNERS II, LIMITED.
2. The Certificate of Limited Partnership of the Partnership was originally filed with the Florida Secretary of State on March 5, 1987.
3. The Partnership's Certificate of Limited Partnership is hereby amended so as to remove SKII GP, Inc., a Florida corporation, as the General Partner of the Partnership and replace it with Market Place Stuart LLC, a Florida limited liability company.
4. This Certificate of Amendment is made in accordance with Section 620.109 of the Florida Statutes.

GENERAL PARTNER:
MARKET PLACE STUART, LLC, a Florida limited liability company, its General Partner

By: its Managers,

Bainbridge Market Place Manager LLC, a Florida limited liability company, Manager

By: Schuchman Market Place LLC, a Florida limited liability company, Manager

By: [Signature]
Richard A. Schuchman, Manager

and

Seilpoint Management, Inc., a Florida corporation, Manager

By: [Signature]
Arthur M. Bockerman, Vice President

WITHDRAWING GENERAL PARTNER:
SK II GP, INC., a Florida corporation, withdrawing general partner

By: [Signature]
Name: Michael Stetson
Title: President

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