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NAME: TRC DOLPHIN LIMITED PARTNERSHIP

AUDIT NUMBER.....H97000021093

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**CERTIFICATE OF FIRST AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
TRC DOLPHIN LIMITED PARTNERSHIP**

FILED
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Pursuant to the provisions of Section 620.109, Florida Statutes, TRC Dolphin Limited Partnership, a Florida limited partnership, whose Certificate of Limited Partnership was filed with the Florida Department of State on December 8, 1987, hereby makes and files with the Florida Department of State this Certificate of First Amendment to its Certificate of Limited Partnership for the purpose of amending the original Certificate.

FIRST: Article 2 of the Certificate of Limited Partnership of TRC Dolphin Limited Partnership is hereby amended and restated in its entirety as follows:

The address of the office at which the records of the Partnership will be kept is c/o Tishman Hotel Corporation, 1200 Epcot Resorts Boulevard, Lake Buena Vista, Florida, 32830.

SECOND: Article 3 of the Certificate of Limited Partnership of TRC Dolphin Limited Partnership is hereby amended and restated in its entirety as follows:

The name and address of the agent for service of process in the State of Florida is Tishman Realty Corporation of Florida, 1200 Epcot Resorts Boulevard, Lake Buena Vista, Florida, 32830.

THIRD: Tishman-Dolphin Realty Corp., a Florida corporation, withdrew as general partner of TRC Dolphin Limited Partnership and was replaced by THR Dolphin Corp., a Delaware corporation, c/o Tishman Asset Corporation, 666 Fifth Avenue, New York, New York, 10103. Accordingly, Article 4 of the Certificate of Limited Partnership of TRC Dolphin Limited Partnership is hereby amended and restated in its entirety to read as follows:

The name and business address of the sole general partner is THR Dolphin Corp., c/o Tishman Asset Corporation, 666 Fifth Avenue, New York, New York, 10103.

FOURTH: Article 5 of the Certificate of Limited Partnership of TRC Dolphin Limited Partnership is hereby amended and restated in its entirety to read as follows:

The mailing address for the Partnership is c/o Tishman Asset Corporation, 666 Fifth Avenue, New York, New York, 10103.

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FIFTH: This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

SIXTH: In all other respects, the Certificate of Limited Partnership remains unchanged, except as may be reflected in the current annual filing with the Florida Secretary of State.

Dated this 19th day of December, 1997.

TISHMAN-DOLPHIN REALTY CORP., a
Florida corporation

By: Gary Buscemi
Gary Buscemi, as Senior Vice-President

Withdrawing General Partner of TRC
Dolphin Limited Partnership

TRC DOLPHIN CORP., a Delaware
corporation

By: Gary Buscemi
Gary Buscemi, as Secretary

New General Partner of TRC Dolphin Limited
Partnership

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