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CAROL ZMUDA, P.A.

MEMBER FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS
MEMBER AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

Carol Zmuda, CPA

12946 Louisiana Woods Court
Orlando, Florida 32824
(407)857-6225

September 14, 1998

Florida Department of State
Division of Corporations
Attn: Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

900002650169--3
-09/28/98--01096--004
****578.75 ****52.50

Gentlemen,

Please find attached Convention Hotel Partnership, Ltd.'s Limited Partnership Annual Report for 1999 and the Certificate of Amendment to Certificate of Limited Partnership. Also enclosed is a check for \$578.75 (\$526.25 + \$52.50) for the annual report and certificate of amendment filing fees.

Please feel free to call if you have any questions regarding the attached.

Sincerely,



Name	Carol Zmuda, CPA
Availability	Enclosures
Document Examiner	DCC
Undated	DCC
U. Verifier	D
no ledgement	DCC
P. Verifier	DCC

FILED
98 SEP 25 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
CONVENTION HOTEL PARTNERS, LTD.

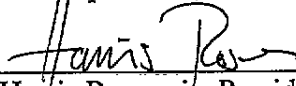
Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on August 19, 1988, adopts the following certificate of amendment to its certificate of limited partnership:

Amendment: Section 3.1 is being amended to substitute Rosen Master Partnership, Ltd., 7600 International Drive, Orlando, Florida 32819, as the General Partner in place of Harris Rosen Enterprises, Inc.

This certificate of amendment shall be effective at the time of its filing with the Florida Department State.

Signature of current general partner:

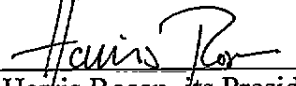
By Harris Rosen Enterprises, Inc.
a Florida corporation, General Partner

By: 
Harris Rosen, its President

Signature of new general partner:

Rosen Master Partnership, Ltd.
a Florida limited partnership

By Rosen Hotel, Inc., a Florida
corporation, General Partner

By: 
Harris Rosen, its President

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TALLAHASSEE, FLORIDA