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1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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1.) Venice Piney Plaza Ltd.
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DIVISION OF CORPORATION

SPECIAL INSTRUCTIONS

First Amendment to
CERTIFICATE OF LIMITED PARTNERSHIP
OF
VENICE PINES PLAZA LTD.
a Florida limited partnership

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This First Amendment to Certificate of Limited Partnership is effective upon the filing with the Secretary of State of the State of Florida.

The undersigned general partner desiring to reinstate a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes with a new general partner, hereby states the following:

- (a) Name of the Limited Partnership:

Venice Pines Plaza Ltd.
- (a1) The mailing and business address of the Limited Partnership:

501 East Kennedy Boulevard, Suite 1700
Tampa, Florida 33602
- (b) The name and mailing and business address of the agent for service of process:

J. Bob Humphries, Esquire
501 East Kennedy Boulevard, Suite 1700
Tampa, Florida 33602
- (c) The name and business address of each general partner:

Venice Pines GP, Inc.
501 East Kennedy Boulevard, Suite 1700
Tampa, Florida 33602
- (d) The mailing address for the Limited Partnership:

501 East Kennedy Boulevard, Suite 1700
Tampa, Florida 33602
- (e) The latest date upon which the Limited Partnership is to dissolve:

midnight, January 1, 2009
- (f) The effective date of this Certificate of Limited Partnership shall be the date of filing with the Secretary of State of the State of Florida.


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- (g) A conveyance or encumbrance of real property held or taken in the Limited Partnership's name, and any other instrument affecting title to real property in which the Limited Partnership has an interest, such as a mortgage, deed, etc., is effective if executed in the Limited Partnership's name solely by the General Partner.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by J. Bob Humphries, as Vice President and Assistant Secretary of Venice Pines GP, Inc., a Florida corporation, the sole General Partner of Venice Pines Plaza Ltd., a Florida limited partnership, this 22nd day of January, 1999.

GENERAL PARTNER:

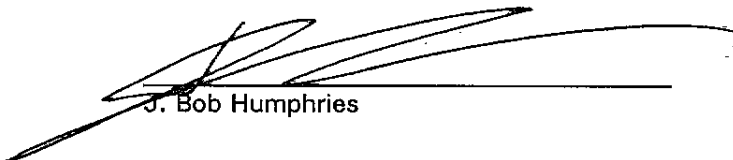


Venice Pines GP, Inc.
By J. Bob Humphries,
VP and Assistant Secretary

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Venice Pines Plaza Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:




J. Bob Humphries

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

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BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared J. Bob Humphries, the Vice President and Assistant Secretary of Venice Pines GP, Inc., the sole general partner of Venice Pines Plaza, Ltd., a Florida limited partnership, known to me and known by me to be the person who executed the foregoing Certificate of Limited Partnership, and he acknowledged to me and before me that he executed this Certificate as his free act and deed on behalf of Venice Pines GP, Inc. as the sole general partner of Venice Pines Plaza, Ltd.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and County aforesaid, this 22nd day of January, 1999.



Notary Public
State of Florida at large
My Commission expires: _____

