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Windward Cay Development

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
WINDWARD CAY DEVELOPMENT, LTD.**

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THIS CERTIFICATE OF AMENDMENT is filed for the purpose of amending the
Certificate of Limited Partnership of **WINDWARD CAY DEVELOPMENT, LTD.** as
originally filed with the State of Florida Department of State on March 6, 1991.

1. **NAME OF PARTNERSHIP** - The name of the Partnership shall continue to
be **WINDWARD CAY DEVELOPMENT, LTD.**

2. **LOCATION OF PRINCIPAL PLACE OF BUSINESS** - The principal place
of business of the Partnership shall continue to be located at 125 S. Swoope Avenue, Suite 103,
Maitland, Florida 32751, or such other place or places as the General Partners shall from time
to time determine.

3. **NAME AND ADDRESS OF AGENT FOR SERVICE OF PROCESS**

HOWARD A. SCHIEFERDECKER
125 S. Swoope Avenue, Suite 103
Maitland, Florida 32751

4. **NAME AND ADDRESS OF THE GENERAL PARTNERS**

AEGIS INVESTMENTS, INC.
2200 Lucien Way, Suite 350
Maitland, Florida 32751

SDP INVESTMENTS, INC.
125 S. Swoope Avenue, Suite 103
Maitland, Florida 32751

SOS REALTY CORP.
125 S. Swoope Avenue, Suite 103
Maitland, Florida 32751

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5. MAILING ADDRESS OF THE PARTNERSHIP

125 S. Swoope Avenue, Suite 103
Maitland, Florida 32751

6. The latest date upon which the Partnership is to dissolve is upon the occurrence of any of the following events:

- (a) The occurrence of an Event of Dissolution, as defined in ARTICLE XIII of the Limited Partnership Agreement, unless the Partnership is reformed or continued in accordance with the applicable provisions of the Partnership Agreement;
- (b) The determination by a majority of the General Partners that the Partnership shall be dissolved; or
- (c) The disposition of all or substantially all of the Partnership assets; and
- (d) The occurrence of an event specified under the laws of the State of Florida as one effecting a dissolution (except as otherwise provided in the Partnership Agreement).

DATED as of the 20 day of February, 1998.

AEGIS INVESTMENTS, INC.

By: 
George D. Livingston, Jr., President

SDP INVESTMENTS, INC.

By: 
Howard A. Schieferdecker, President

SOS REALTY CORP.

By: [Signature]
Howard A. Schieferdecker, Vice President

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**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing *Certificate of Amendment to Certificate of Limited Partnership of Windward Cay Development, Ltd.* was acknowledged before me this 26 day of February, 1998, by *George D. Livingston, Jr.*, as President of **AEGIS INVESTMENTS, INC.**, who is personally known to me.



CAROLE N. ATCHISON
My Comm Exp. 09/16/2000
Bonded By Service Ins
No. CC585172
[] Personally Known [] Other I.D.

[Signature]
NOTARY PUBLIC, State of Florida

**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing *Certificate of Amendment to Certificate of Limited Partnership of Windward Cay Development, Ltd.* was acknowledged before me this 26 day of February, 1998, by *Howard A. Schieferdecker*, as President of **SDP INVESTMENTS, INC.**, who is personally known to me.



ROBIN J. WEEKS
My Comm Exp. 9/23/2001
Bonded By Service Ins
No. CC683079
[] Personally Known [] Other I.D.

[Signature]
NOTARY PUBLIC, State of Florida

**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing *Certificate of Amendment to Certificate of Limited Partnership of Windward Cay Development, Ltd.* was acknowledged before me this 26 day of February, 1998, by *Howard A. Schieferdecker*, as Vice President of **SOS REALTY CORP.**, who is personally known to me.



ROBIN J. WEEKS
My Comm Exp. 9/23/2001
Bonded By Service Ins
No. CC683079
[] Personally Known [] Other I.D.

[Signature]
NOTARY PUBLIC, State of Florida

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