

A32345

(Requestor's Name)

(Address)

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PICK-UP WAIT MAIL

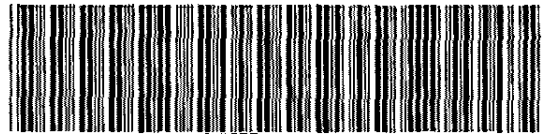
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 636929 7252960

AUTHORIZATION : *Patricia P...*

COST LIMIT : \$ 105.00

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04 MAY 11 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 11, 2004

ORDER TIME : 12:17 PM

ORDER NO. : 636929-005

CUSTOMER NO: 7252960

CUSTOMER: Ms. Luznery B. Cabrera
Linda Larrea, P.a.
Suite 111
2300 Coral Way
Miami, FL 33145

DOMESTIC AMENDMENT FILING

NAME: GULL HOUSE LIMITED NO. 2

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS: _____

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
GULL HOUSE LIMITED NO. 2**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 December 12, 1991, adopts the following certificate of amendment to its Certificate of Limited Partnership.

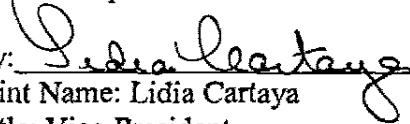
FIRST: The purpose of the limited partnership shall be as hereinafter set forth:

Limited Purpose. For so long as any portion of the Loan (hereinafter defined) is outstanding, the Partnership's purpose shall be solely limited to (i) owning, holding, selling, leasing, transferring, exchanging, operating and managing the subject property, (ii) entering into the loan documents with Bank of America, N.A. (hereinafter referred to as the "Lender"), (iii) refinancing the subject property in connection with a permitted repayment of the loan from the Lender in the principal amount of \$8,400,000.00 (the "Loan") to Gull House Limited No. 2, a Florida limited partnership, Gull House Limited No. 7, a Florida limited partnership and Gull House Limited No. 14, a Florida limited partnership (hereinafter collectively referred to as the "Borrower"), and (iv) transacting any and all lawful business for which an entity may be organized under its constitutive law that is incident, necessary and appropriate to accomplish the foregoing.

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

THIRD: Signature:

INVESTMENTS OF AMERICA NO. 1, INC., a
Florida corporation

By: 
Print Name: Lidia Cartaya
Title: Vice-President

[Corporate Seal]