

SENT BY:

11-20-97 ; 3:09PM ;

GEIGER KASDIN → Department of State:# 1/ 2

11/20/97

**A33521**

LOUISIANA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

2:50 PM

((H97000019394 0))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.  
CONTACT: BEVERLY O RIEDY  
PHONE: (305)372-5000

ACCT#: 076030000723

FAX #: (305)372-0052

NAME: HEATHERWOOD KISSIMMEE, LTD.

AUDIT NUMBER.....H97000019394

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$105.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 20 PM 4:14

RECEIVED  
97 NOV 20 PM 3:28  
DIVISION OF CORPORATIONS

**A33521**

Name	OK
Availability	OK
Document	OK
Examiner	OK
Updater	OK
Updater	OK
Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

116495-299

SENT BY:

11-20-97 ; 3:09PM ;

GEIGER KASDIN → Department of State:# 2/ 2

FA# H97- 19394.

**CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP OF  
HEATHERWOOD KISSIMMEE, LTD.  
A FLORIDA LIMITED PARTNERSHIP**

In accordance with Section 620.101 of the Florida Statutes the undersigned, desiring to amend the Certificate of Limited Partnership (the "Certificate") and the Agreement of Limited Partnership for the above-named Florida limited partnership (the "Partnership"), hereby certifies as follows:

1. **Name.** The name of the Partnership is HEATHERWOOD KISSIMMEE, LTD.
2. **Filing of Certificate.** The Certificate was filed on October 2, 1992 with the Florida Department of State.
3. **Document Number.** The Document Number for the Partnership is A33521.
4. **Amendment.** The Certificate is hereby amended as follows:
  1. Baron Capital XLV, Inc., located at 7826 Cooper Road, Cincinnati, Ohio 45242 is hereby added, and hereafter shall be the sole general partner of the Partnership.
  2. CL Properties, Inc. hereby withdraws as a general partner of the Partnership.

IN WITNESS our hands and seals this 20th day of November, 1997.

**NEW GENERAL PARTNER:**

**BARON CAPITAL XLV, INC.,**  
a Florida corporation

By: [Signature]  
Gregory K. McGrath, President

**WITHDRAWING GENERAL PARTNER:**

**CL PROPERTIES, INC.,** a Florida corporation

By: [Signature]

Robert S. Geiger, Esq.  
GEIGER, KASDIN, HELLER, KUPERSTEIN,  
CHAMES & WEIL, P.A.  
1428 Brickell Avenue, 6<sup>th</sup> Floor  
Miami, Florida 33131  
Telephone: (305)372-5000  
Facsimile: (305)372-0052  
Florida Bar Number: 192208

FA# H97- 19394

IAWORK\MARCIBARON\CCILPAMD

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 20 PM 4: 14