

A94000000146

Alta At Spinnaker Bay, Inc.

June 10, 1999

Florida Department of State
Division of Corporations
P.O. Box # 6327
Tallahassee, Florida 32314

RE: Certificate of Amendment of Interdevco Spinnaker Bay, Ltd.

Dear Madam or Sir:

A94-146

Attached please find the form and payment required for the filing of the Certificate of Amendment. If you have any questions, you may contact me at the address and telephones listed below.

Yours truly,



Bill Prado
President
Alta At Spinnaker Bay, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
INTERDEVCO SPINNAKER BAY, LTD.**

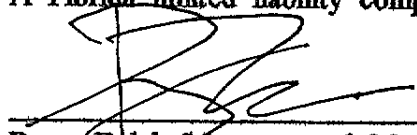
Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on January 28, 1994, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Delete the current General Partner, INTERDEVCO CHARLESTON, L.C., and add the new General Partner, ALTA AT SPINNAKER BAY, INC.

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

THIRD: INTERDEVCO CHARLESTON, L.C.
A Florida limited liability company,



Roger Dalal, Manager and Member
current general partner:

ALTA AT SPINNAKER BAY, INC.
A Florida Corporation



Bill Prado, President
new general partner

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TALLAHASSEE FLORIDA