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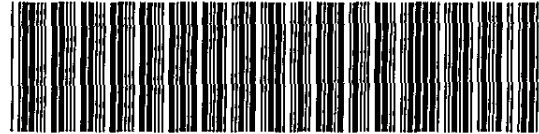
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CAPITAL CONNECTION, INC.

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TALLAHASSEE, FLORIDA

Atlantic Shores Resorts, Ltd.

- ☒ Art of Inc. File _____
- ☒ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ☒ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier _____

Signature _____

Requested by: W L 2/11 11:00
Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

CERTIFICATE OF AMENDMENT
TO THE CERTIFICATE OF LIMITED PARTNERSHIP
OF ATLANTIC SHORES RESORTS, LTD., A FLORIDA LIMITED PARTNERSHIP

This Certificate of Amendment to Certificate of Limited Partnership of ATLANTIC SHORES RESORTS, LTD., a Florida Limited Partnership, is hereby made in compliance with Fla. Stat. § 620.109 and is hereby filed with the Florida Department of State noting the withdrawal of the General Partner and admission of a new General Partner. The following required information is furnished:

1. The name of the limited partnership is ATLANTIC SHORES RESORTS, LTD., a Florida Limited Partnership.
2. The date of filing of the Certificate of Limited Partnership was June 29th, 1994.
3. The Amendment to the Certificate of Limited Partnership pertains to Article IV of the original Certificate of Limited Partnership of ATLANTIC SHORES RESORTS, LTD., a Florida Limited Partnership and involves the withdrawal of the current General Partner, GRAND LIFESTYLES RESORTS, INC., a Florida Corporation, and the admission of a new General Partner, CARIBBEAN GUESTHOUSE, INC., a Florida Corporation. Accordingly, to reflect that GRAND LIFESTYLES RESORTS, INC., a Florida Corporation, has withdrawn as General Partner of ATLANTIC SHORES RESORTS, LTD., a Florida Limited Partnership, pursuant to Fla. Stat. § 620.109(2)(a)2 and that CARIBBEAN GUESTHOUSE, INC., a Florida Corporation, has been admitted as the new General Partner of ATLANTIC SHORES RESORTS, LTD., pursuant to Fla. Stat. § 620.109(2)(a)1, Article IV of the original Certificate of Limited Partnership of ATLANTIC SHORES RESORTS, LTD., is hereby amended to read as follows:

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"ARTICLE IV - GENERAL PARTNER

The name and business address of each General Partner in the Limited Partnership is as follows:

NAME

PG3000728198

BUSINESS ADDRESS

CARIBBEAN GUESTHOUSE, INC.

**402 Appelrouth Lane
Key West, Florida 33040"**

4. CARIBBEAN GUESTHOUSE, INC. is a Florida Corporation currently active with the Florida Department of State.
5. This Certificate of Amendment is filed within thirty (30) days of the withdrawal of the old General Partner and admission of CARIBBEAN GUESTHOUSE, INC., a Florida Corporation, as the new General Partner of ATLANTIC SHORES RESORTS, LTD.
6. This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.
7. There are no further changes to the Certificate of Limited Partnership other than the admission of a new General Partner and the withdrawal of the old General Partner (other than the change of address for the new General Partner as indicated above).

IN WITNESS WHEREOF, this Certificate of Amendment to the Certificate of Limited Partnership of ATLANTIC SHORES RESORTS, LTD., a Florida Limited Partnership, is executed on this 10th day of February, 2005 by its General Partner.

In the presence of:

Laurie Freeling Dastugue
Signature of Witness

LAURIE FREELING DASTUGUE
Printed Name of Witness

Thomas J. Sireci, Jr.
Signature of Witness

THOMAS J. SIRECI, JR.
Printed Name of Witness

CARIBBEAN GUESTHOUSE, INC.,
a Florida Corporation

By: Michael L. Browning

As: President

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME personally appeared MICHAEL L. BROWNING, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of February, 2005.



Laurie Freeling Dastugue
Commission # DD293921
Expires May 22, 2008
Bonded Troy Pain - Insurance, Inc. 800-365-7019

Laurie Freeling Dastugue
Signature of Notary Public
LAURIE FREELING DASTUGUE
Printed Name of Notary Public
State of Florida at Large

Serial Number of Commission

My Commission Expires:

{Affix notarial stamp or seal}