



A95000001168

ACCOUNT NO. : 072100000032

REFERENCE : 444275 4351925

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 8, 2002

ORDER TIME : 10:38 AM

ORDER NO. : 444275-005

CUSTOMER NO: 4351925

CUSTOMER: Ms. Kate M. Smith
Cone & Yong, P.a.
701 Riverside Park Place
Suite 110
Jacksonville, FL 32204

FILED
02 MAR -8 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 MAR -8 AM 11:35
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: MYERS INVESTMENTS OF PONTE
VEDRA, LTD.

EFFECTIVE DATE:

BK

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

500005073365--3
-03/08/02--01058--013
105.00 **52.50

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133
EXAMINER'S INITIALS: _____

FIRST AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP OF
MYERS INVESTMENTS OF PONTE VEDRA, LTD.

FILED
02 MAR -8 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned general partner files this First Amendment to the Certificate of Limited Partnership of Myers Investments of Ponte Vedra, Ltd. with the Secretary of State of Florida pursuant to the requirements of § 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to amend a Florida limited partnership which was originally filed on Aug. 2, 1995 and assigned document number A95 000001168.

1. The name of the limited partnership is Myers Investments of Ponte Vedra, Ltd.
P01000014784
2. The amendment to the partnership is in the admission of a new general partner and the removal of the old general partner. The name of the new general partner is Myers Investments of America, Inc. whose address is 320 Corporate Way, Suite 200, Orange Park, Florida 32073.

The remainder of the certificate of limited partnership shall remain in full force and effect. This amendment has been approved by all of the partners of the partnership and each general partner hereby acknowledges that pursuant to the Act, (a) that the execution of this certificate of amendment by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true; (b) the general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and (c) if after the execution of this amendment to the certificate of limited partnership, a general partner knows about any arrangement or other act described in the certificate has changed, making this statement inaccurate in any material respect, the general partner will forthwith cause this certificate of amendment to be cancelled or amended, or file a petition for cancellation or amendment pursuant to the terms of the Act.

Executed as of this 9th day of Feb, 2001.

MYERS INVESTMENTS OF JACKSONVILLE, INC.
(General Partner)

By: June R. Myers
June R. Myers, President

MYERS INVESTMENTS OF AMERICA, INC.
(New General Partner)

By: June R. Myers
June R. Myers, President

FILED
02 MAR -8 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA