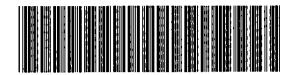
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Special Instructions to I	Filing Officer:	
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Office Use Only



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12 FEB 22 AM II: 32 SECRETARY OF STATE

N. Gulligan FEB 2 3 2012

Jupiter, FL 33458



561.625.9443

Fax. 561.625.5689

February 21, 2012

Florida Department of State Division of Corporations Registration Section Clifton Building 2661 Executive Center Circle Tallahassee, Florida 32301

Re: Filing of Amendment to Limited Partnership

To Whom it May Concern:

Please find enclosed an Amendment to Limited Partnership for Frenchman's Marina Resort. Ltd. Also enclosed is a check for \$105.00, for the filing fee and a Certified copy of the enclosed.

Should you have questions or require anything further please contact me.

· / ·))

Sincerely,

Tyson J. Waters



COVER LETTER

TO: Registratio Division of	n Section f Corporations		
SUBJECT:		an's Marina Resor	
	Name of Florida Limited Pa	rtnership or Limited Liabilit	y Limited Partnership
The enclosed Cert	ificate of Amendment a	and fee(s) are submitted	for filing.
Please return all co	orrespondence concerni	ng this matter to:	
	William E. Taylor		
	Contact Person		
Se	ven Kings Holdings, I	nc.	
	Firm/Company		
630 l	Maplewood Drive, Ste	e. 100	
	Address		
	Jupiter, Florida 33458	3	
	City, State and Zip Code		
	bill@skholdings.com	1	
E-mail address:	to be used for future annual		
For further inform	ation concerning this m	natter, please call:	
В	ill Taylor	at (561)	625-9443
Name of Cor	ntact Person		time Telephone Number
Enclosed is a chec	k for the following amo	ount:	
\$52.50 Filing Fee	\$61.25 Filing Fee and Certificate of Status	\$105.00 Filing Fee and Certified Copy	\$113.75 Filing Fee, Certified Copy, and Certificate of Status
STREET ADDRI	ESS:	MAILING A	ADDRESS:
Registration Section		Registration	
Division of Corpor	rations	Division of C	
Clifton Building 2661 Executive Co	untan Civala	P. O. Box 63	
Tallahassee, FL 3		Tallahassee,	FL 32314

FILED

15, ...

CERTIFICATE OF AMENDMENT

CERTIFICATE OF LIMITED PARTNERSHIP OF TALLAHASSEE, ELORIDA

12 FEB 22 AM 11: 32

Frenchman's N	Marina Resort, Ltd.
Insert name currently on file	e with Florida Department of State
September 29, 1995, assigned Flor	cate was filed with the Florida Department of State on rida document number A9500001470
adopts the following certificate of amendment to i	ts certificate of limited partnership.
This amendment is submitted to amend the following:	
A. If amending name, enter the new name of the linere:	mited partnership or limited liability limited partnership
1	N/A
New name must be distinguished	N/A able and contain an acceptable suffix.
Acceptable Limited Partnership suffixes: Limited Partnersh Acceptable Limited Liability Limited Partnership suffixes: L B. If amending mailing address and/or principal office address here:	
New Principal Office Address: (Must be STREET address)	N/a
New Mailing Address: (May be post office box)	
C. If amending the registered agent and/or registenew registered agent and/or the new registered officential Name of New Registered Agent:	red office address on our records, <u>enter the name of the</u> <u>e address here</u> :

City

Enter Florida street address

____, Florida _____ Zip Code

New Registered Office Address:

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

If Changing Registered Agent, Signature of New Registered Agent

D. If amending the general partner(s), enter the name and business address of each general partner being added or removed from our records:

Title	<u>Name</u>	Address	Type of Action
			AddRemove
			Add Remove
			Add Remove
f the limited	d partnership or limited liab hip" status, enter change her	pility limited partnership is	amending its "limited lia

Page 2 of 3

This Dimited Partnership hereby elects to be a "Limited Liability Limited Partnership."

This Limited Partnership hereby removes its "Limited Liability Limited Partnership" status.

(NOTE: If adding or removing" limited liability limited partnership" status, all general partners must sign this amendment.)

See Attached Amendment.	
Effective date, if other than the date of filing:	upon filing .
Effective date cannot be prior to nor more than 90 days	s after the date this document is filed by the Florida Department of
tate.)	
Signature(s) of a general partner or all gene	ral partners*:
*NOTE: Only one authors consul neutron is associated to	to also take decreased and because the foreign decrease while to addition on
emovine a "limited liability limited partnership" election	to sign this document unless the limited partnership is adding or on statement. Chapter 620, F.S., requires all general partners to sign
when adding or removing a "limited liability limited par	tnership" election statement.)
	2 60 0
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1	RAYMOND E. GIZAZIOTTO PRESIDENT - CO & FRENCHMAN'S MARINA, INC., +ne GENERAL PARTNER
	GENERAL PARTNER
ignature(s) of all new or dissociating genera	al partner(s), if any:
Filing Fee: \$52.50	
Certified Copy (optional): \$52.50	
Certificate of Status (optional): \$8.75	

SECOND AMENDMENT TO THE AGREEMENT OF LIMITED PARTNERSHIP FRENCHMAN'S MARINA RESORT, LTD.

This Second Amendment ("Amendment") to the Agreement of Limited Partnership, effective as of the 151 day of November 2011 by and among Frenchman's Marina Resort, Inc., a Florida corporation ("FMR"), J.C. Solomon II ("JC Solomon"), Raymond E. Graziotto ("Graziotto"), Elizabeth A. Solomon ("EAS") and Frenchman's Resort Corp. ("FRC") evidencing the mutual agreement of the parties to modify that Agreement, for the purposes and upon the terms and conditions hereinafter set forth.

WITNESSETH:

WHEREAS, on or about January 6, 2006, FMR, JC Solomon, Graziotto, EAS and FRC entered into that cetain Amended and Restated Agreement for Limited Partnership ("Agreement") for Frenchman's Marina Resort, Ltd. ("Partnership") such that the interests in the Partnership were held as follows:

Frenchman's Marina Resort, Inc.	1.0%
J.C. Solomon II	43.545%
Raymond E. Graziotto	49.455%
Elizabeth A. Solomon	5.0%
Frenchman's Resort Corp.	1.0%

and

WHEREAS, the parties desire to enter into this Amendment in order to put their understanding regarding the voting interests of certain partnership interests in writing.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Partners agree to amend the Agreement as follows:

All voting by JC Solomon and EA Solomon shall be blocked together, resulting ineach party's interest being voted in the same manner as the other two parties. The parties hereby nominate and appoint JC Solomon, as their attorney-in-fact, for the sole, limited purpose of voting on behalf of the combined interest of JC Solomon and EA Solomon.

In recognition and to evidence authorization of these changes to the Agreement and the Partnership, the Partners have hereafter affixed their signatures consenting to them. All other terms and conditions of the Agreement, as amended, shall remain in full force and effect.

General Partner

Frenchman's Marina Resort, Inc. By: Raymond E. Graziotto

Its: President & C.O.O.

Limited Parti

Raymond E. Graziotto

Frenchman's Resort Corp.

By LESIMOND E. GRAZIOTTO

its: Presnent + COO ch A. Lolomo