



THE UNITED STATES
CORPORATION
COMPANY

A95000001927

ACCOUNT NO. : 072100000032

REFERENCE : 345416 4311473

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 105.00

ORDER DATE : April 28, 1997

100002156161--7

ORDER TIME : 9:41 AM

ORDER NO. : 345416-005

CUSTOMER NO: 4311473

CUSTOMER: Marcia Cox, Legal Assistant
Stearns Weaver Miller Weissler
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 28 PM 1:33

DOMESTIC AMENDMENT FILING

NAME: YACHT CLUB AT PORTOFINO, LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

4/28/97
BK

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
YACHT CLUB AT PORTOFINO, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
91 APR 28 PM 1:33

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, being the sole General Partner of YACHT CLUB AT PORTOFINO, LTD., does hereby duly execute and file with the Florida Secretary of State this Certificate of Amendment to Certificate of Limited Partnership.

1. The name of the limited partnership is YACHT CLUB AT PORTOFINO, LTD.
2. The date of filing of the original Certificate of Limited Partnership was December 11, 1995 under Document #P95000001972.
3. This Certificate of Amendment to the Certificate of Limited Partnership is being filed to reflect the withdrawal of the general partner and the admission of a new general partner as indicated below:

NEW GENERAL PARTNER

TRG-YCP, LTD.
2828 Coral Way,
PH Suite
Miami, Florida 33145

A 96000001267

4. Except as hereby amended, the Certificate of Limited Partnership shall remain the same.

IN WITNESS WHEREOF, the withdrawing general partner and the new general partner have executed this Certificate of Amendment to Certificate of Limited Partnership on the ~~25~~²⁶ day of April, 1997 for the purposes herein expressed.

WITHDRAWING GENERAL PARTNER:

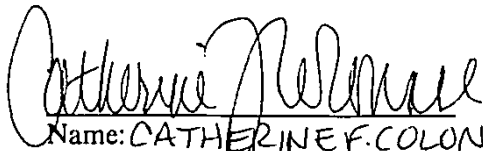
PORTOFINO YACHT CLUB, INC.
a Florida corporation,
general partner

NEW GENERAL PARTNER:

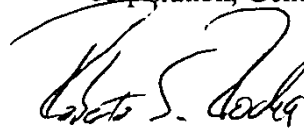
TRG-YCP, LTD.
a Florida limited partnership,
general partner

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 APR 28 PM 1:33

By: TRG-YCP, Inc., a Florida
corporation, General Partner



Name: CATHERINE F. COLONNESE
Title: ASST. SECRETARY



Name: ROBERTO S. ROCHA
Title: VICE PRESIDENT