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GOLDEN GATE PARKWAY ■ SUITE 200 ■ P.O. BOX 413038 ■ NAPLES, FLORIDA 34101-3038

941-262-2600

December 17, 1998

Certified Mail - RRR
No. P 157-572-294

Florida Department of State
Division of Corporations
Limited Partnership Section
P.O. Box 6327
Tallahassee, Florida 32314

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-12/24/98--01105--005
*****52.50 *****52.50

Re: Certificate of Amendment To Certificate of Limited Partnership

Gentlemen:

Enclosed is a Certificate of Amendment to the Certificate of Limited Partnership of Barron Collier Investments, Ltd., reflecting changes that were effective on January 03, 1997. Since there was no change in the amount of the total anticipated capital contributions due from the limited partners', the basic filing fee of \$52.50 has been enclosed.

If you have any questions or comments regarding this matter, please call me at (941) 403-6781 or write me at the above address.

Sincerely,

BARRON COLLIER INVESTMENTS, LTD.

Andrew R. Meulenber, CPA

Andrew R. Meulenber, CPA
Director of Taxation

A95-2010

ARM: cs

cc: Brad Boaz

[Handwritten signature]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 24 PM 4: 33

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
BARRON COLLIER INVESTMENTS, 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 December 22, 1995 adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s):

Effective January 03, 1997, Article Four is hereby amended by completely restating the ownership of the partnership as indicated below:

The names and business address of the general partners are:

- (1) Barron Collier III,
 - (2) Harold S. Lynton, Katherine G. Sproul and Juliet C. Sproul, as trustees for Juliet C. Sproul, under the will of Barron Collier, Jr., deceased.,
 - (3) Lamar Gable,
 - (4) Frances G. Villere,
 - (5) Phyllis G. Doane,
 - (6) Donna G. Keller,
 - (7) Marguerite R. Collier, Lamar Gable and Barron Collier III, as trustees of the Marguerite R. Collier Irrevocable Family Trust.
- Each has a business address of 2600 Golden Gate Parkway, Naples, FL 34105

The names and business address of the limited partners are:

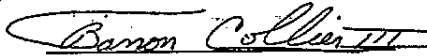
- (1) Barron Collier III,
 - (2) Harold S. Lynton, Katherine G. Sproul and Juliet C. Sproul, as trustees for Juliet C. Sproul, under the will of Barron Collier, Jr., deceased.
 - (3) Lamar Gable,
 - (4) Frances G. Villere,
 - (5) Phyllis G. Doane,
 - (6) Donna G. Keller,
 - (7) Marguerite R. Collier, Lamar Gable and Barron Collier III, as trustees of the Marguerite R. Collier Irrevocable Family Trust.
- Each has a business address of 2600 Golden Gate Parkway, Naples, FL 34105

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

THIRD: In accordance with Section 620.157 of the Florida Statutes, all partners have elected to continue the business of the partnership.

FOURTH: Signature(s)

Signature of a current general partner(s):


Barron Collier III

Signature of new general partners:

As trustees for the Marguerite R. Collier
Irrevocable Family Trust Dated December 11, 1996


Marguerite R. Collier, as trustee


Lamar Gable, as trustee


Barron Collier III, as trustee

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Barron Collier III
Barron Collier III

Lamar Gable
Lamar Gable

Frances G. Villere
Frances G. Villere

Phyllis G. Doane
Phyllis G. Doane

Donna G. Keller
Donna G. Keller

As trustees for the Marguerite R.
Collier Irrevocable Family Trust Dated
December 11, 1996

Lamar Gable
Lamar Gable, as trustee

Barron Collier III
Barron Collier, III, as trustee

Marguerite R. Collier
Marguerite R. Collier, as trustee

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