

THE HRIS GROUP
A Subsidiary of HRW (HRW™)
A96000001400

December 12, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 15 AM 8:17

Mr. Buck Kohr
Corporate Specialist
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Letter No. 197A00057084

100002408211-6
-01/22/98-01018-015
*****52.50 *****52.50

Dear Mr. Kohr:

Enclosed is a completed/signed Certificate of Amendment to Certificate of Limited Partnership of Gulf Properties of Southwest Florida and a check in the amount of \$52.50 for the filing fee.

Please send a file-marked copy to:

Michael W. Owen
The HRIS Group
3680 Bank One Tower
111 Monument Circle
Indianapolis, Indiana 46204

If there are questions, please contact either the undersigned or Michael Owen at 1-800-225-1265. The 1998 Annual Report will be completed and mailed to you within a few days.

Sincerely,

Noreitta K. Gropp

(Mrs.) Noreitta K. Gropp

Enclosures

BK 1/15/98
LP - 52.50
CORAPAMND

Indianapolis
3680 Bank One Tower
111 Monument Circle
Indianapolis, Indiana 46204
1-800-225-1265
317-261-4747
317-267-3597 fax

Richmond
224 South 5th
Suite D
Richmond, Indiana 47275
1-888-250-7700
765-962-1899
1-888-250-5500 fax

Ft. Myers
1520 Royal Palm Sq. Blvd.
Suite 210
Ft. Myers, Florida 33919
1-800-225-1265
941-939-3030
941-278-3319 fax

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(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on July 5, 1996, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

Section 3. Registered agent is changed to Michael W. Owen,
1520 Royal Palm Boulevard, #210, Ft. Myers, Fla 33919

Section 4. General Partner is changed to Stephen T. Tirey,
1520 Royal Palm Boulevard, #210, Ft. Myers, Fla 33919

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

THIRD: Signature(s)

Signature of current general partner:

CS Bay

Signature(s) of new general partner(s), if applicable:

Stephen Tracy