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FILED
99 APR 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 23, 1999

Via Federal Express

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: The Morgan Group, Inc.

500002852455-6
-04/26/99-01189-015
*****52.50 *****52.50

Ladies and Gentlemen:

Enclosed for filing with your offices is a Certificate of Amendment to Certificate of Limited Partnership of MGI Flamingo Palms Limited Partnership. Also enclosed is a check in the amount of \$52.50 in payment of filing fees. Please return the acknowledgment copy to Laura Gangemi using the provided self-addressed stamped envelope.

Thank you for your cooperation with this matter.

Sincerely,

Lexie L. Paslay

Lexie L. Paslay,
Secretary to Laura A. Gangemi

A 96-1444

Name	<i>LP 4-28</i>
Availability	
Document Examiner	<i>LP</i>
Updater	<i>LP</i>
Updater Verifier	<i>LP</i>
Acknowledgement	<i>LP</i>
W. P. Verifier	<i>LP</i>

encls.

cc: Rosalind Lawton, Esq. (via fax w/o encl.)
Laura A. Gangemi, Esq.

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

MGI FLAMINGO PALMS LIMITED PARTNERSHIP

(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 August 2, 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)

Articles 1 through 4, inclusive, are amended to read as follows:

[See attached schedule]

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:

MORGAN GROUP FLAMINGO PALMS, INC.

By: 
Vice President

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

GATEWAY GP SAWGRASS MILLS, INC.

By: 
VICE President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Schedule Attached to
Certificate of Amendment
to
Certificate of Limited Partnership
of
MGI FLAMINGO PALMS LIMITED PARTNERSHIP

Articles 1 through 4, inclusive, of the Certificate of Limited Partnership are amended to read as follows:

1. The name of the limited partnership is Flamingo Palms Limited Partnership.
2. The address of the registered office of the Partnership is 1200 South Pine Island Road, Plantation, Florida 33324 and the name and address of the registered agent for service of process on the Partnership required to be maintained by Section 620.105 of the Act is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.
3. The address of the principal office in Florida where records are required to be kept or made available under Section 620.106 of the Act is in care of Worthing Southeast, 1501 NW 124th Terrace, Sunrise, Florida 33323.
4. The name, street address and mailing address of the General Partner, and the mailing address of the Limited Partnership is:

Gateway GP Sawgrass Mills, Inc.
c/o Invesco Realty Advisors, Inc.
One Lincoln Center
Suite 1200
5400 LBJ Freeway
Dallas, Texas 75240

F99-1349

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TALLAHASSEE, FLORIDA