Woodward, Pires & Lombardo, P.A.

ATTORNEYS-AT-LAW

A96000001797

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January 29, 1997

Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

000002090780--4 -02/18/97--01094--007 ******52.50 *****52.50

Gentlemen:

Re: Articles of Amendment for GB 200, Ltd.

Enclosed are the original and one copy of the Articles of Amendment for the referenced corporation together with a check in the amount of \$52.50 to cover the fees for filing the Articles. After filing, please return a date-stamped copy to our office.

Should you have any questions, do not hesitate in contacting me.

Sincerely, Manda' L. Landucki

Wanda L. Hendricks, Sec'y for Mark J. Woodward

Enclosures as stated

C.
N. A.C.
BALLITOE DUE

PLEASE RESPOND TO: NAPLES

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP GB 200, LTD.

This amendment to the Limited Partnership Agreement, made this day of January, 1997, by Aubrey J. Ferrao, President of GB 200, Inc., ("General Partner") and Aubrey J. Ferrao ("Limited Partner"):

WITNESSETH:

The parties agree to amend the original Certificate of Limited Partnership, filed September 27, 1996, under Document No. A96000001797 assigned by the Department of State on September 27, 1996, as follows:

As to ARTICLE I - Name: The name of the business will be changed from:

GB 200, Ltd.

to:

Gulf Bay 200, Ltd.

The principal office address and the address of the General Partner shall remain the same, i.e., the principal office at 801 Laurel Oak Drive, Suite 640, Naples, FL 34108, and the General Partner at 4001 Tamiami Trail North, Suite 350, Naples, FL 34103.

IN WITNESS WHEREOF, we, and each of us, have signed this Amendment to the Certificate of Limited Partnership this 23 day of January, 1997.

GB 200, Inc., a Florida Scorporation, General Partner

Aubrey J. Ferrao, President and not individually

Limited Partner:

Aubrev J. Ferrao

STATE OF FLORIDA COUNTY OF COLLIER

take an oath.