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SIESKY, PILON & WOOD

a partnership of professional associations

ATTORNEYS AT LAW

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SUITE 201, THE FAIRWAY BUILDING
1000 TAMiami TRAIL NORTH
NAPLES, FLORIDA 34102

G. ALAN TEAGUE

amend

3/2
March 5, 2002

MLH

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

A96-1934

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RE: EAGLE RIDGE LAKES DEVELOPMENT, LTD.

Dear Sir or Madam:

Enclosed please find a certificate of amendment for the referenced limited partnership for filing, together with a check in the amount of \$52.50 representing the filing fees.

Thank you for your consideration. If you have any questions, please feel free to contact me.

Very truly yours,



Wanda Quillinan
Legal Assistant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT TO
LIMITED PARTNERSHIP AGREEMENT**

Pursuant to the provisions of F.S. 620.109, EAGLE RIDGE LAKES DEVELOPMENT, LTD., a Florida Limited Partnership, whose certificate was filed with the Department of State on October 17, 1996, adopts the following amendment to its agreement of limited partnership:

FIRST: Pursuant to Article 9, Paragraph A, Subsection 2 the General Partners are responsible for arranging the financing of the construction and development of the Partnership property. The Presidents and or owners of the General Partners shall provide individual personal guarantees to the construction and development lender as required by the lender including providing any personal financial information or other supporting documentation as required. The Presidents of the initial General Partners being Frank W. Cooper for FC Properties, Inc., Dennis P. Frechette for Osprey Properties, Inc. and Robert S. Hardy for R.H. of Naples, Inc. have provided personal financial information and guarantees to the construction and development lender.

SECOND: The Partners agree that the rights given in Article 9, Paragraph J, to the Limited Partner are hereby shared with the General Partners, and further the General Partners shall have the right to invoke this provision without the Limited Partner consent. In the event an individual General Partner is unable or will not perform its duties as set out in the Partnership Agreement and its Amendments or has willfully mismanaged the Partnership affairs, another individual General Partner may provide a 15 day notice to such individual General Partner that it intends to invoke Article 9, Paragraph J as amended, and the General Partners shall have the right and obligation by simple majority vote to remove such individual General Partner and the remaining General Partners may elect a replacement individual General Partner. All other provisions of Article 9, Paragraph J shall remain in full force and unchanged.

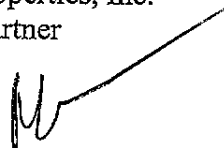
THIRD: In the event any new General Partner is admitted to the Partnership per Article 9, Paragraph J, the written consent of the Partners pursuant to a majority vote of the Limited and General Partners is not required.

FOURTH: This amendment to the original certificate of limited partnership as amended May 20, 1998 and May 20, 1999 shall be effective as of the 19th day of November, 2001.


In witness whereof, the undersigned, constituting the Partners of the foregoing Florida Limited Partnership have executed this Certificate of Amendment to the Limited Partnership Agreement at the 19th day of November, 2001.

Eagle Ridge Lakes Development, Ltd.,
A Florida Limited Partnership

By: FC Properties, Inc.
General Partner

By: 
Frank W. Cooper, President

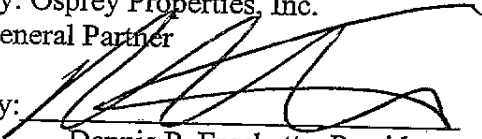
By: Joan B. Leo, as Trustee for the Frank
W. Leo Residual Trust
Limited Partner

By: 
Joan B. Leo, Trustee

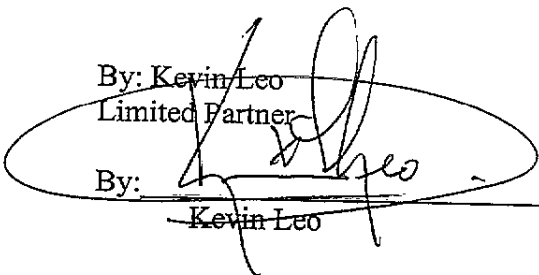
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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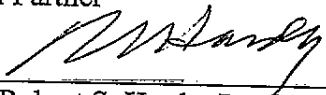
By: Osprey Properties, Inc.
General Partner

By: 
Dennis P. Frechette, President

By: Kevin Leo
Limited Partner

By: 
Kevin Leo

By: R.H. of Naples, Inc.
General Partner

By: 
Robert S. Hardy, President

By: Naples Road Building Corporation
Limited Partner

By: 
Robert S. Hardy, President

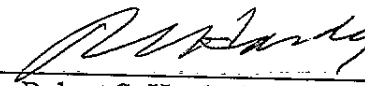
By: Frank W. Cooper
Limited Partner

By: 
Frank W. Cooper

By: Dennis P. Frechette
Limited Partner

By: 
Dennis P. Frechette

By: R.S.H. of Naples, Inc.
Limited Partner

By: 
Robert S. Hardy, President