

CT CORPORATION

A97000000921

CORPORATION(S) NAME

OMC Partners, Ltd.

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*File
Second!*

FILED
02 FEB 11 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Name |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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2/11/02

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*File
Second!*

Order#: 5112257

100004899671--3

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Ref#: *****52.50 *****52.50

Amount: \$ _____

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
OMC PARTNERS, LTD.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Amendment to Certificate of Limited Partnership of OMC Partners, Ltd. (the "Partnership"), dated as of February 6, 2002, has been duly executed and is being filed by the undersigned in accordance with the provisions of Section 620.109, Florida Statutes, to amend the original Certificate of Limited Partnership of the Partnership, which was filed on April 25, 1997 with the Secretary of State of the State of Florida (the "Original Certificate").

The Original Certificate is hereby amended by deleting the current registered agent, general partner and business address for the Partnership and substituting the following information in place thereof:

1. Registered Agent. The name and address of the registered agent for the Partnership is:

<u>NAME</u>	<u>ADDRESS</u>
CT Corporation System	1200 South Pine Island Road Plantation, FL 33324

2. General Partner. The name and business addresses of the sole general partner of the Partnership is:

<u>NAME</u>	<u>ADDRESS</u>
Osceola SPF-II, Inc. F-99000001986	c/o Prudential Real Estate Investors 8 Campus Drive Parsippany, NJ 07054

3. Partnership Business Address. The business address of the Partnership is c/o Prudential Real Estate Investors, 8 Campus Drive, Parsippany, NJ 07054

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Amendment to Certificate of Limited Partnership to be executed as of the date and year first aforesaid.

Osceola SPF-II, Inc.

By: James L. Street
Name: James L. Street
Title: Vice President