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ACCOUNT NO. : 072100000032

REFERENCE : 619724 4381472

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 10, 2000

ORDER TIME : 2:01 PM

ORDER NO. : 619724-195

CUSTOMER NO: 4381472

CUSTOMER: Ms. Robyn Dettmer
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

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03/13/00--01002--023

***325.71 ***325.71

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAR 10 PM 4:30

RECEIVED

DOMESTIC AMENDMENT FILING

NAME: WATER VIEW PARTNERS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

FILE 1ST

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

LP-325.75

00 MAR 10 AM 10:06

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

BK

3/10/00

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting the sole general partner of WATER VIEW PARTNERS, LTD., a Florida limited partnership, executes this supplemental affidavit and files the same with the Florida Department of State pursuant to Section 620.112, Florida Statutes.

The actual amount of capital contributions of the Limited Partner has exceeded the originally anticipated amount of capital contributions. The sum of \$3,725,050.00 has already been contributed by the Limited Partners, and an additional \$46,534.73 has been contributed. Therefore, the total capital contributions on record will be \$3,771,584.73.

This Supplemental Affidavit is executed this 7 day of March, 2000.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

WATER VIEW PARTNERS, LTD., a Florida limited partnership

By: CED Capital Holdings VII, Ltd., a Florida limited partnership, its general partner

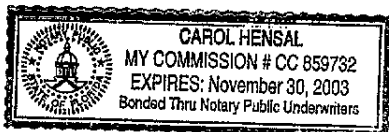
By: CED Capital Holdings VII, Inc., a Florida corporation, its managing general partner

By: _____
Tricia Doody, Vice President

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally Tricia Doody, as Vice President of CED Capital Holdings VII, Inc., a Florida corporation, known to me to be the person who executed the foregoing Supplemental Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Supplemental Affidavit as Vice President of CED Capital Holdings VII, Inc., a Florida corporation, as managing general partner of CED Capital Holdings VII, Ltd., a Florida limited partnership, as general partner of Water View Partners, Ltd., a Florida limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7 day of March, 2000.



Notary Public
State of Florida at Large
My Commission Expires: