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February 26, 1998

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** ADMITTED IN U.S. VIRGIN ISLANDS

*** ADMITTED IN MICHIGAN

† ADMITTED IN WASHINGTON, D.C.

†† ADMITTED IN OHIO

††† LL.M. IN OCEAN AND COASTAL LAW

Re: Water Club II Limited Partnership

Dear Sir/Madam:

Please find enclosed for filing an Amended Certificate of Limited Partnership for the above-referenced partnership. We also would request a Certificate of Good Standing for the partnership. Enclosed is a check in the amount of \$61.25 for the filing fees and Certificate of Good Standing.

I have enclosed a Federal Express mailing label and envelope. I would ask that you forward the Certificate of Good Standing back to our office via overnight delivery.

Should you have any questions, please contact our office.

Sincerely,
Icard, Merrill, Cullis, Timm, Furen &
Ginsburg, P.A.



Troy H. Myers, Jr.

Check and Enclosure

900002442909-5
-02/27/98-D1091-0015
*****61.25 *****61.25

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98 FEB 27 PM 12:19
CLERK OF SUPREME COURT
TALLAHASSEE, FLORIDA

AMENDED CERTIFICATE OF LIMITED PARTNERSHIP
OF
WATER CLUB II LIMITED PARTNERSHIP
a Florida limited partnership

WATER CLUB II LIMITED PARTNERSHIP (the "Partnership"), a limited partnership organized and existing under and by virtue of the Florida Revised Uniform Limited Partnership Act, does hereby certify that:

1. The original Certificate of Limited Partnership was filed with the Florida Secretary of State on October 21, 1997.
2. This Amended Certificate of Limited Partnership is duly executed and being filed pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.109, Florida Statutes.
3. The Certificate of Limited Partnership is hereby amended as follows:
4. Names and Business Addresses of General Partners. The names and business addresses of the general partners are as follows:

Hanover Properties, Inc.
7227 Clint Moore Road
Boca Raton, Florida 33493

Water Club Developments Inc.
2200 Yonge Street, Suite 1600
Toronto, Ontario
Canada M4S 2C6

This Amended Certificate of Limited Partnership has been executed by the general partners of the Partnership this 19 day of February, 1998.

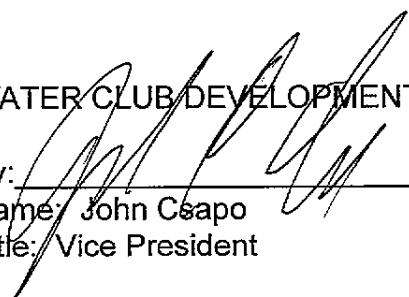
GENERAL PARTNERS:

HANOVER PROPERTIES, INC.

By: 
Name: Jerome V. Ansel
Title: President

AND

WATER CLUB DEVELOPMENTS INC.

By: 
Name: John Ceapo
Title: Vice President

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98 FEB 27 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA