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AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 105.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ORDER DATE : December 23, 1998

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ORDER NO. : 078133-005

CUSTOMER NO: 4381472

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

700002721367--0

DOMESTIC AMENDMENT FILING

NAME: SEMINOLE CO. PARK PLACE
PARTNERS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY	
Name <u>XX</u>	PLAIN STAMPED COPY
Availability	CERTIFICATE OF GOOD STANDING
Document Examiner <u> </u>	
CONTACT PERSON: Karen B. Rozar	
Updater	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

EXAMINER'S INITIALS:

12/24

FF \$52.50
CC 52.50

**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
SEMINOLE CO. PARK PLACE PARTNERS, LTD.**

Pursuant to the authority of Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, constituting the sole general partner of SEMINOLE CO. PARK PLACE PARTNERS, LTD., a Florida limited partnership (the "Partnership") submit the following:

1. The current name of the Partnership is SEMINOLE CO. PARK PLACE PARTNERS, LTD.

2. The date of the filing of the original certificate of limited partnership of the Partnership was November 14, 1997 (the "Certificate").

3. Paragraph 3 of the Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:

3. The name and business address of the general partner is:

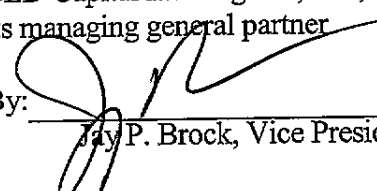
CED CAPITAL HOLDINGS X, LTD., a Florida limited partnership
1551 Sandspur Road
Maitland, Florida 32751

The undersigned have hereunto set their hands and seals this 21 day of December, 1998.

WITHDRAWING GENERAL PARTNER

CED CAPITAL HOLDINGS IX, LTD., a Florida limited partnership

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

By: 
Jay P. Brock, Vice President

INCOMING GENERAL PARTNER:

CED CAPITAL HOLDINGS X, LTD., a Florida limited Partnership

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

By: 
Jay P. Brock, Vice President