

FORT LAUDERDALE ■ MIAMI ■ NAPLES ■ ST. PETERSBURG ■ SARASOTA ■ TALLAHASSEE ■ TAMPA ■ WEST PALM BEACH

CERTIFICATE OF AMENDMENT OF
DESTIN PARTNERSHIP #1, LTD. LIMITED PARTNERSHIP AGREEMENT

The undersigned General Partner, desiring to amend the Certificate of Limited Partnership of DESTIN PARTNERSHIP #1, LTD. (the "Limited Partnership"), hereby states as follows:

1. The street address of the present registered agent is 5858 Central Avenue, St. Petersburg, FL 33707.
2. The name of the present registered agent is: Craig Sher.
3. The present business street address of the Limited Partnership is: 5858 Central Avenue, St. Petersburg, FL 33707.
4. The new business street address of the Limited Partnership is: c/o The Destin Company, 2918 Teal Lane, Clearwater, Florida 33762
2. The new mailing address of the Limited Partnership is: c/o The Destin Company, 2918 Teal Lane, Clearwater, Florida 33762
3. The new mailing address of the sole general partner is: Destin Retail, Inc.; c/o The Destin Company, 2918 Teal Lane, Clearwater, Florida 33762

The foregoing changes were authorized by the General Partner and all the Limited Partners of the Limited Partnership.

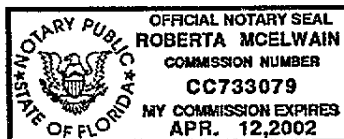
IN WITNESS WHEREOF, the undersigned, constituting the sole General Partner of DESTIN PARTNERSHIP #1, LTD., has executed this Amended Certificate of Limited Partnership of DESTIN PARTNERSHIP #1, LTD., on this 10th day of May 1999.

DESTIN RETAIL, INC., a Florida
Corporation, as sole General Partner

By: [Signature]
Joseph A. Filippelli, President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 10th day of May 1999, by Joseph A. Filippelli, as President of Destin Retail, Inc., as sole General Partner of Destin Partnership #1, Ltd., on behalf of the corporation and the partnership. He is personally known to me or furnished _____ as identification.



STP:179360:1

[Signature]
NOTARY PUBLIC - State of Florida
My Commission expires: _____