

36508-5

May 19, 1999

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-05/21/99--01031--002 *****52.50 *****52.50

Florida Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Re: Certificate of Amendment/Destin Partnership #1, Ltd./Limited Partnership

Agreement

TO WHOM IT MAY CONCERN:

Enclosed is an original and one photocopy of the Certificate of Amendment of Destin Partnership #1, Ltd. Limited Partnership Agreement setting forth the new business and mailing address of limited partnership and of the sole general partner. Also enclosed is our firm's check in the amount of \$52.50 made payable to the Florida Secretary of State. I would appreciate your datestamping the enclosed photocopy and returning it to me in the enclosed envelope.

Thank you for your attention.

Very truly yours,

Mary Sue Beeler

MSB:crt Enclosures

cc: Ms

Ms. Deann Lazzari (w/encl.)

Ms. Elizabeth Dennard (w/encl.)

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

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. Petersbarg, 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.
- The new business street address of the Limited Partnership is: c/o The Destin Company, 4. 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 1999-4274
- 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 10H day of May 1999.

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

Joseph A. Filippelli, President

STATE OF FLORIDA COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this Dday 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.

NOTARY PUBLIC - State of Florida

My Commission expires: =

OFFICIAL NOTARY SEAL ROBERTA MCELWAIN COMMISSION NUMBER

STP:179360:1