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CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Miami River Park Associates,  
Ltd.

A98-542

STATE FEES PREPAID WITH CHECK # 3852 FOR \$ 105.00

100002714441--8  
-12/17/98--01050--003  
\*\*\*\*105.00 \*\*\*\*105.00

PLEASE FILE:

( ) ARTICLES OF INC.

(X) AMENDMENT

( ) DISSOLUTION

( ) ANNUAL REPORT

( ) MERGER

( ) WITHDRAWAL

( ) QUALIFICATION

( ) LIMITED PARTNERSHIP

( ) ANNUAL REPORT

( ) FICTITIOUS NAME

( ) LIMITED LIABILITY

( ) REINSTATEMENT

( ) TRADEMARK/SERVICE ( ) UCC-1

( ) UCC-3

PROVIDE US WITH:

(X) CERTIFIED COPY

( ) CERTIFICATE OF STATUS

( ) STAMPED COPY

Examiner's Initials

98 DEC 17 AM 11:18  
DIVISION OF CORPORATIONS

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
MIAMI RIVER PARK ASSOCIATES, LTD.**

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Pursuant to provisions of Section 620.109 of the Florida Revised Uniform Limited Partnership Act, this Florida limited partnership, whose certificate was filed with the Florida Department of State (the "Department") on February 26, 1998, adopts the following certificate of amendment to its certificate of limited partnership:

1. The name of the Limited Partnership is:  
Miami River Park Associates, Ltd.
2. The names and addresses of the withdrawing General Partners of the Partnership are:  
  
TRG Miami River Park, Inc.  
2828 Coral Way, Penthouse Suite  
Miami, Florida 33145  
  
Dade Employment & Economic Development Corp.  
141 N. E. Third Avenue, Suite 500  
Miami, Florida 33132
3. The name and address of the new General Partner of the Partnership is:  
  
N48-1396 GHG Miami River LLC  
c/o The Gatehouse Group  
313 Congress Street  
Boston, Massachusetts 02210
4. This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

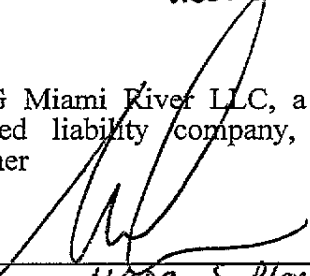
IN WITNESS WHEREOF, the undersigned have signed this Amended and Restated Certificate of Limited Partnership as General Partner pursuant to the provisions of Section 20.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: December 15, 1998

TRG Miami River Park, Inc., a Florida corporation, Withdrawing General Partner:

By:   
Name: ANDREW CHESNICK  
Title: VICE PRESIDENT

GHG Miami River LLC, a Massachusetts limited liability company, New General Partner

By:   
Name: Marc S. Plonskier  
Title: Manager

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