



THE UNITED STATES
CORPORATION
COMPANY

A98000000697

ACCOUNT NO. : 072100000032

REFERENCE : 181031 4804484

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 52.50

ORDER DATE : March 24, 1999

ORDER TIME : 9:58 AM

ORDER NO. : 181031-010

CUSTOMER NO: 4804484

800002819928--1

CUSTOMER: Ms. Jen Dombrowski
Wolf Block Schorr And
Packard Bldg.13th Floor
15th & Chestnut Streets
Philadelphia, PA 19102

DOMESTIC AMENDMENT FILING

NAME: FAIRGROUNDS ASSOCIATES, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

RECEIVED
99 MAR 26 AM 10:47
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
PHILADELPHIA, PA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 26 PM 1:18

BR
3/26/99

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

FAIRGROUNDS ASSOCIATES, LTD.

(Insert name currently on file with Florida Dept. of State)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 26 PM 1:18

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on March 16, 1998, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added or deleted)

Article 8 is amended as follows:

Deletion of Fairgrounds GP LLC, as general partner.

199000001507

Addition of Fairgrounds Holding GP LLC, as general partner. Address is: c/o Goodman Properties, Inc. Suite 1104, 777 South Flagler Drive, West Palm Beach, FL 33401.

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner.

FAIRGROUNDS GP LLC, by its manager
GOODMAN PROPERTIES, INC.

By: William A. Shewalter, V.P.
William A. Shewalter, Vice President

Signature(s) of new general partner(s), if applicable:

FAIRGROUNDS HOLDING GP LLC, by its manager
GOODMAN PROPERTIES, INC.

By: William A. Shewalter, V.P.
William A. Shewalter, Vice President