

Division of Corporations

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A980000000 697

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 521-1030

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TALLAHASSEE, FLORIDA
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LIMITED PARTNERSHIP AMENDMENT**FAIRGROUNDS ASSOCIATES LTD**

Certificate of Status	0
Certified Copy	0
Page Count	203
Estimated Charge	\$52.50

JP
7-10-03



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 11, 2003

FAIRGROUNDS ASSOCIATES LTD
C/O THE GOODMAN COMPANY
777 S. FLAGLER DRIVE, SUITE 1101E
WEST PALM BEACH, FL 33401

SUBJECT: FAIRGROUNDS ASSOCIATES LTD
REF: A98000000697

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 10 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

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DEPARTMENT OF CORPORATION

03 JUL 17 AM 11:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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

FAIRGROUNDS ASSOCIATES LTD.

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)

EIGHT: The name and address of the new general partner is:
Second Fairgrounds Holding GP LLC (a Delaware Limited Liability Company)
777 South Flagler Drive, Suite 1101E
West Palm Beach, FL 33401

M03000002391

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(s)

By: Fairgrounds Holding GP LLC, a Florida Limited Liability company
By: Goodman Properties, Inc., Manager

By:

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

Second Fairgrounds Holding GP LLC (a Delaware Limited Liability Company)
By: Goodman Properties, Inc., Manager

By:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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