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Account Name : BAKER & HOSTETLER LLP
Account Number : I19990000077
Phone : (407) 649-4043
Fax Number : (407) 841-0168

LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

TEMPUS PALMS INTERNATIONAL, LTD.

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**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
TEMPUS PALMS INTERNATIONAL, LTD.**

Pursuant to the authority of Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, constituting the sole general partner of TEMPUS PALMS INTERNATIONAL, LTD., a Florida limited partnership (the "Partnership"), submits the following:

1. The current name of the Partnership is TEMPUS PALMS INTERNATIONAL, LTD.
2. The date of the filing of the original certificate of limited partnership of the Partnership was March 19, 1998 (the "Certificate").
3. The General Partner of the Partnership, Tempus Marketing International, Inc., was converted to a Florida limited liability company pursuant to the filing of that certain Certificate of Conversion for Other Business Entity into Florida Limited Liability Company (the "Certificate of Conversion") with the Florida Secretary of State on January 9, 2006.
4. As a result of the filing of the Certificate of Conversion, Paragraph 4 of the Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:

"4. General Partner. The name and business address of the sole general partner of the Partnership is as follows:

<u>Name</u>	<u>Address</u>
Tempus Marketing International, LLC 606-2721	7380 Sand Lake Rd., Ste. 600 Orlando, FL 32819"

The undersigned has hereunto set its hand and seal effective as of February , 2006.

GENERAL PARTNER:

TEMPUS MARKETING INTERNATIONAL, LLC,
Florida limited liability company

By: Tempus Resorts International, Ltd., a Florida
limited partnership, its sole member

By: 
Andrew T. Marcus, Chief Legal Officer

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