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NAME: MIRAGE ON THE GULF, LTD.  
AUDIT NUMBER.....H98000017566  
DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 21, 1998

MIRAGE ON THE GULF, LTD.  
171 GRAY STREET  
AMHERST, MA 01002-2015

SUBJECT: MIRAGE ON THE GULF, LTD.  
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**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
MIRAGE ON THE GULF, LTD.**

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on May 8, 1998, adopts the following certificate of amendment to its certificate of limited partnership.

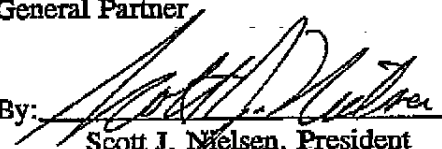
**FIRST:** Paragraph 9 of the certificate of limited partnership is hereby amended in its entirety to read as follows:

9. The Agreement of Limited Partnership shall provide that a Partner's interest in the Limited Partnership shall be evidenced by a Certificate of Partnership Interest issued by the Limited Partnership, and the Limited Partnership shall maintain a registry of those certificates. Transfer of an ownership interest in the Limited Partnership shall only take place upon the proper endorsement, surrender and cancellation of an existing Certificate of Partnership Interest documented in the registry of those certificates maintained by the Limited Partnership, and issuance of a new Certificate of Partnership Interest. This paragraph 9 shall not be affected nor amended so long as any indebtedness remains outstanding to Inland Mortgage Corporation by the Partnership.

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

**THIRD:** Signature of its current general partner:

LEVI-NIELSEN MIRAGE, INC.,  
General Partner

By:   
Scott J. Nielsen, President

Prepared by:  
Thomas P. Clark, Esquire  
Florida Bar No.: 0510114  
1715 Monroe Street  
Fort Myers, FL 33901 (941) 334-4121  
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