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Reply to:
P.O. Box 3267
West Palm Beach, FL 33402

March 4, 1999

Florida Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Certificate of Amendment**
* **Venture Acquisition, Ltd.** *
Golf & Sports Acquisition, Ltd.
Resort & Spa Acquisition, Ltd.

Ladies and Gentlemen:

Enclosed please find three (3) Certificates of Amendment for the above referenced Florida limited partnerships. Please file the enclosed and return the certified copies to me. A check in the amount of \$157.50 is enclosed to cover the necessary costs.

If you have any questions please contact me...

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*****157.50 *****52.50

Sincerely,


Nannette Gammon

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Name	
Availability	
Document Examiner	
Updater	
Updater	
Verifier	
Acknowledgement	
P. Verifier	

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
VENTURE ACQUISITION,LTD.**

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, the Certificate of Limited Partnership for which was filed with the Florida Department of State on April 24, 1998, adopts the following Certificate of Amendment to its Certificate of Limited Partnership:

1. The Agreement of Limited Partnership of Venture Acquisition, Ltd. is hereby amended to substitute E. Llwyd Ecclestone, Jr., as Trustee of the Revocable Living Trust Agreement of Edwin Llwyd Ecclestone, Jr., Grantor and Edwin Llwyd Ecclestone, Jr., as Trustee Effective January 21, 1981 and Wholly Restate on September 1, 1998 as a limited partner, in place and instead of E. Llwyd Ecclestone, Jr., an individual.

2. The Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

GENERAL PARTNERS:

NORTH COUNTY SALES COMPANY, a
Florida corporation, General Partner

By: _____

Ron Cooper
Ron Cooper, Vice President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS