

A98000001627

Florida Department of State

Division of Corporations

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LIMITED PARTNERSHIP AMENDMENT

QUAYSIDE PLACE PARTNERS, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$113.75

A98-1627

Name Availability	OK 11-2
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CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
QUAYSIDE PLACE PARTNERS, LTD.

The undersigned, QUAYSIDE PLACE, INC., a Florida corporation, being the initial general partner of QUAYSIDE PLACE PARTNERS, LTD., a Florida limited partnership (the "Limited Partnership"), and LNR QUAYSIDE PLACE HOLDINGS, INC., a Florida corporation, being the newly admitted general partner of the Limited Partnership, both of which being desirous of amending the Certificate of Limited Partnership of the Limited Partnership as filed with the Secretary of State of the State of Florida, hereby state as follows:

1. The name of the limited partnership is QUAYSIDE PLACE PARTNERS, LTD. (the "Limited Partnership").

2. The Limited Partnership was formed as a limited partnership under the laws of the State of Florida on July 2, 1998, the date on which a Certificate of Limited Partnership of the Limited Partnership was filed with the Secretary of State of the State of Florida under Document No. A98000001627.

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3. LNR QUAYSIDE PLACE HOLDINGS, INC., a Florida corporation, having a mailing address of c/o Lennar Georgia Partners, Inc., 101 Marietta Street, Suite 3650, Atlanta, Georgia 30303, has been admitted as an additional general partner of the Limited Partnership (and not in substitution or replacement of any existing general partner of the Limited Partnership).

This Certificate of Amendment may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

This instrument prepared by:

Deborah R. Mayo, Esq.
Florida Bar No. 366226
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

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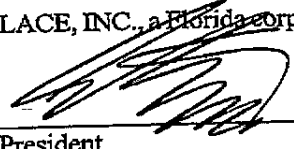
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IN WITNESS WHEREOF, this Certificate of Amendment to Certificate of Limited Partnership of the Limited Partnership has been duly executed by all of the general partners of the Limited Partnership as of the 2nd day of November, 1999.

GENERAL PARTNERS:

QUAYSIDE PLACE, INC., a Florida corporation

By: 

Ezra Katz, President

LNR QUAYSIDE PLACE HOLDINGS, INC., a
Florida corporation

By: _____

Shelly Rubin, Vice President

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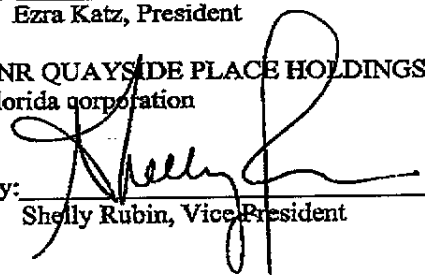
IN WITNESS WHEREOF, this Certificate of Amendment to Certificate of Limited Partnership of the Limited Partnership has been duly executed by all of the general partners of the Limited Partnership as of the 27th day of November, 1999.

GENERAL PARTNERS:

QUAYSIDE PLACE, INC., a Florida corporation

By: _____
Ezra Katz, President

LNR QUAYSIDE PLACE HOLDINGS, INC., a
Florida corporation

By:  _____
Shelly Rubin, Vice President

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