

**A98000001794**

Florida Department of State  
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**LIMITED PARTNERSHIP AMENDMENT****THE GRAND RIVAGE AT BRANDON LAKES, LTD.**

Certificate of Status	0
Certified Copy	0
Page Count	03
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**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
THE GRAND RIVAGE AT BRANDON LAKES, LTD.**

Pursuant to the provisions of section 620.109, Florida Statutes, The Grand Rivage at Brandon Lakes, Ltd., a Florida limited partnership (the "Partnership"), whose certificate was filed with the Florida Dept. of State on July 28, 1998, adopts the following Certificate of Amendment to its Certificate of Limited Partnership.

**FIRST: Amendments:**

As a result of the withdrawal of the current sole General Partner of the Partnership, Grand Rivage, LLC, and the admission of a new sole General Partner of the Partnership, Rivage GP, LLC, the Certificate of Limited Partnership of the Partnership is amended as follows:

A. Article 3 of the Certificate of Limited Partnership is deleted in its entirety and in its place is substituted the following:

"3. The principal place of business and mailing address of the Partnership is 870 111th Avenue, Suite 1, Naples, Florida 34110."

B. Article 4 of the Certificate of Limited Partnership is deleted in its entirety and in its place is substituted the following:

"4. The name and principal place of business of the General Partner is as follows:

Rivage GP, LLC  
870 111th Avenue, Suite 1  
Naples, Florida 34110"

05-16533

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

**THIRD: Signatures**

Signature of New Sole General Partner:

RIVAGE GP, LLC

By: RIVAGE PARTNERS, LLC, its Sole Member

By: BBMP, LLC, its Manager

By: Alan T. Schiffman Manager

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WITHDRAWAL OF GENERAL PARTNER CERTIFICATE

KNOW ALL MEN, that by these presents that Grand Rivage, LLC, a Missouri limited liability company, herein and hereby resigns as General Partner of The Grand Rivage at Brandon Lakes, Ltd., a Florida limited partnership and accordingly the Certificate of Limited Partnership filed with the Secretary of State for The Grand Rivage at Brandon Lakes, Ltd., which is dated as of July 28, 1998 and assigned Certificate Number H98000013744 should be amended to reflect the withdrawal of Grand Rivage, LLC as General Partner of said entity.

IN WITNESS WHEREOF, Grand Rivage, LLC has caused these presents to be executed this the 25<sup>th</sup> day of February, 2005.

RETIRING PARTNER:

GRAND RIVAGE, LLC

By: 

Name: William E. Franke

Title: Manager and Member

2005 MAR 16 AM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED CERT OF PARTNERSHIP-SIGNATURE PAGE

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