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From: BAKER & HOSTETLER, LLP

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LIMITED PARTNERSHIP AMENDMENT  
TEMPUS RESORTS REALTY, LTD.

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Baker & Hostetler LLP  
200 S. Orange Ave., Suite 2300  
Orlando, Florida 32801  
(407) 649-4000

**CERTIFICATE OF AMENDMENT TO THE  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
TEMPUS RESORTS REALTY LTD**

Pursuant to the requirements of Sections 620.109 Florida Statutes, the undersigned does hereby make, swear to, adopt and file this Certificate of Amendment to the Certificate of Limited Partnership of Tempus Resorts Realty, Ltd. (the "Partnership"), which Partnership certificate was filed under the laws of the State of Florida on August 6, 1998 under document number A98000001889:

1. The sole general partner of the Partnership has proposed a change in Paragraph (4) of the Certificate of Limited Partnership. Therefore, Paragraph 4 of the Partnership's Certificate of Limited Partnership shall be deleted in its entirety and the following inserted in its place:

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

Name:

TPI Holdings, LLC

Address:

7380 Sand Lake Road, Suite 600  
Orlando, Florida 32819

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

3. All other provisions of the Partnership's Certificate of Limited Partnership shall remain in full force and effect, unaltered except as expressly provided above.

DATED this 20th day of December, 2000.

TPI HOLDINGS, LLC, a Florida  
limited liability company

By: Tempus Palms International, Ltd.  
a Florida limited partnership

By: Tempus Marketing International, Inc.  
a Florida corporation, its general partner

By:

Roger Farwell

As its:

President

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